

Dunhill Franchisees' Trust Billing History

Dunhill Franchisees' Trust Fees		Disbursements	Fees plus Disbursements	Payments made by Dunhill Franchisees' Trust		Courtesy Discounts	Credit Adjustments	Third Party Disbursements	
Jun-04	12,986.25	-	12,986.25	Jun-04	-	1,500.00	-	United Legal Support - Court Reporter	
Aug-04	13,410.00	21.25	13,431.25	Aug-04	11,486.16	-	-	Nov-06	635.00
Sep-04	17,137.50	18.00	17,155.50	Sep-04	13,431.25	5,000.00	-	Jan-07	10,875.10
Oct-04	9,235.00	90.93	9,325.93	Oct-04	-	-	-	Mar-07	2,303.30
Nov-04	6,116.25	220.00	6,336.25	Nov-04	-	-	-	Total	13,713.40
Dec-04	6,840.00	14.00	6,854.00	Dec-04	12,155.50	-	-	Legal Link - Court Reporter	
Jan-05	4,436.25	31.97	4,468.22	Jan-05	-	-	-	Mar-07	473.30
Feb-05	1,863.75	6.00	1,869.75	Feb-05	9,325.93	-	-	Legal Expert - Ed Kushell	
Mar-05	1,863.75	12.00	1,875.75	Mar-05	17,658.47	-	-		26,219.50
May-05	2,201.25	-	2,201.25	May-05	-	-	-	IKON - Document Production	
Jun-05	5,547.50	-	5,547.50	Jun-05	-	-	90.00	11/30/2005	1976.5
Jul-05	11,400.00	51.82	11,451.82	Jul-05	10,750.50	-	653.75	Platypus/Feldman - Document Production	
Aug-05	2,885.00	-	2,885.00	Aug-05	-	-	-	1/31/2007	2,934.81
Sep-05	8,516.25	127.66	8,643.91	Sep-05	-	-	-	Grand Total	45,317.51
Oct-05	24,807.50	100.37	24,907.87	Oct-05	23,010.72	-	-		
Nov-05	32,245.00	1,028.82	33,273.82	Nov-05	-	5,000.00	-		
Dec-05	5,077.50	56.78	5,134.28	Dec-05	-	-	-		
Jan-06	22,502.50	135.43	22,637.93	Jan-06	30,000.00	2,502.50	-		
Feb-06	4,510.00	1,020.25	5,530.25	Feb-06	-	-	-		
Mar-06	8,117.50	6.00	8,123.50	Mar-06	17,500.00	-	-		
Apr-06	33,733.75	-	33,733.75	Apr-06	-	2,730.00	-		
May-06	22,705.00	181.00	22,886.00	May-06	10,000.00	-	-		
Jun-06	38,602.50	382.75	38,985.25	Jun-06	6,000.00	-	-		
Jul-06	7,700.00	3.30	7,703.30	Jul-06	-	-	-		
Aug-06	9,675.00	147.94	9,822.94	Aug-06	4,500.00	-	-		
Sep-06	6,982.50	60.78	7,023.28	Sep-06	-	-	-		
Oct-06	15,077.50	20.00	15,097.50	Oct-06	4,500.00	-	-		
Nov-06	29,012.50	46.45	29,058.95	Nov-06	2,037.05	-	-		
Dec-06	48,520.00	458.00	48,978.00	Dec-06	-	-	-		
Jan-07	152,433.75	2,881.91	155,315.66	Jan-07	22,007.91	-	-		
Feb-07	17,900.00	126.72	18,026.72	Feb-07	8,257.91	-	-		
Mar-07	26,565.00	1,918.30	28,483.30	Mar-07	14,500.00	-	-		
Apr-07	85,745.00	1,592.25		Apr-07	7,000.00	-	-		
Total	696,331.25	10,760.68		Total	224,121.40	16,732.50	743.75		
Rosenlaw Total Fees and Disbursements		707,091.93		Total Payments, Discounts, Credits		241,597.65		Total amount owed to RosenLaw	
Attorneys Fees		696,331.25						465,494.28	
Internal Disbursements		10,760.68							
Third Party Disbursements		45,317.51							
Grand Total		752,409.44							

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June 24, 2004

Dunhill Franchisees' Trust
c/o Robert L. Purvin, Jr.
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 50676

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 39.25 hours of attorneys
time all as per Work-In-Process report annexed.

CURRENT FEES	\$ 12,986.25
COURTESY DISCOUNT	\$ < 1,500.00 >
DISBURSEMENTS	\$ <u>0.00</u>
TOTAL AMOUNT DUE	\$ 11,486.25

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM

Contact:

DUNHILL FRANCHIS

Primary Timekeeper: 1 RLR Category: 4 FRANCHISE

Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001

Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 0.00

Date	Tmkr	Cat	Src	H	T	B	R	P	X	C	C	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
Fees																		
02/05/03	1 RLR	4	R									120	36	345.00	0.75	258.75		Discussion with Bob Purvin
02/06/03	1 RLR	4	R									120	37	345.00	0.50	172.50		Review info
03/03/03	1 RLR	4	R									120	39	345.00	1.00	345.00		Discuss possible case with Bob Purvin
03/04/03	1 RLR	4	R									120	40	345.00	1.00	345.00		Telephones re case
01/30/04	1 RLR	4	R									120	43	345.00	0.50	172.50		Memo; telephone call with Bob
02/03/04	1 RLR	4	R									120	48	345.00	2.50	862.50		Discuss with Bob; review documents; conference call
02/06/04	1 RLR	4	R									120	49	345.00	2.50	862.50		Conference call; telephone calls with Elias Zinn; SEC documents; review Trust
02/07/04	1 RLR	4	R									120	44	345.00	1.00	345.00		Review and draft Franchisee Trust
02/09/04	1 RLR	4	R									120	45	345.00	1.50	517.50		Discuss trust with Bob Purvin; redraft
02/11/04	1 RLR	4	R									120	46	345.00	1.00	345.00		Draft trust
02/12/04	1 RLR	4	R									120	47	345.00	0.75	258.75		Draft trust; telephone call with Bob
03/17/04	1 RLR	4	R									120	50	345.00	1.25	431.25		Email; telephone calls with Bob Purvin
03/24/04	1 RLR	4	R									120	51	345.00	3.50	1207.50		Conference call; review Trust, etc.
03/25/04	1 RLR	4	R									120	52	345.00	1.75	603.75		Review trust; discuss with Bob Purvin
03/29/04	1 RLR	4	R									120	53	345.00	1.50	517.50		Review emails; discuss with Bob Purvin
03/31/04	1 RLR	4										33	54	345.00	2.00	690.00		Conference call
04/07/04	1 RLR	4										99	57	345.00	0.75	258.75		Review trust
04/14/04	1 RLR	4										99	55	345.00	0.25	86.25		Discuss with Bob Purvin
04/19/04	1 RLR	4										99	56	345.00	0.50	172.50		Emails; telephone calls re status
05/06/04	1 RLR	4	R									120	35	345.00	0.50	172.50		Discuss with Bob et al
06/07/04	1 RLR	4	R									120	26	345.00	1.25	431.25		Review, redraft letter/proposal; telephone call with Bob
06/08/04	1 RLR	4	R									120	27	345.00	0.75	258.75		Discuss with Bob P.; emails
06/14/04	1 RLR	4										99	29	345.00	0.75	258.75		Review emails
06/15/04	1 RLR	4										99	30	345.00	0.50	172.50		Review emails; discuss status
06/16/04	1 RLR	4										99	31	345.00	0.75	258.75		Discuss case with Bob; review file
06/17/04	1 RLR	4										99	32	345.00	2.25	776.25		Review; meet with Bob Purvin
06/18/04	1 RLR	4										99	28	345.00	1.75	603.75		Conference call with Trustees, Bob
Billable Total:	1 RICHARD L ROSEN														33.00	11385.00		
06/17/04	12 LS	4										99	33	260.00	0.50	130.00		Review letter with attachment
06/23/04	12 LS	4										99	34	260.00	1.00	260.00		Telephone calls; emails; prepare for meeting
Billable Total:	12 LEN SALIS														1.50	390.00		
02/28/03	17 AG	4										56	38	255.00	0.75	191.25		Telephone calls with RLR and clients
03/04/03	17 AG	4	R									120	42	255.00	2.00	510.00		Conference with RLR; review FAS, UFOCs, notes
03/05/03	17 AG	4	R									120	41	255.00	2.00	510.00		Review FAS and UFOC; draft demand
Billable Total:	17 ADRIANA GARDELLA														4.75	1211.25		
Total Billable Fees															39.25	12986.25		

***** R E C A P *****

Fees:	12986.25				
Expenses:	0.00	Prev Bal:	0.00		
Advances:	0.00	Pymt/Cr:	0.00		
Total WIP:	12986.25	Bal Due:	0.00	Total:	12986.25
A/R:	0-30	31-60	61-90	91-120	121-180
	0.00	0.00	0.00	0.00	0.00
					181+
					0.00

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August 31, 2004

Dunhill Franchisees' Trust
c/o Robert L. Purvin, Jr.
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 50854

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 51.50 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 11,486.25
PAYMENTS 8/04	\$ <11,486.25>
CURRENT FEES	\$ 13,410.00
DISBURSEMENTS	\$ <u>21.25</u>
TOTAL AMOUNT DUE	\$ 13,431.25

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM
DUNHILL FRANCHIS

Contact:

Pri / Timekeeper: 1 RLR Category: 4 FRANCHISE
Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 11486.25

Date	Tmkr	Cat	Src	H	T	B	R	P	X	C	C	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
Fees																		
06/25/04	1	RLR	4	R								120	59	345.00	1.75	603.75		Review demand, emails; discuss with Bob
06/28/04	1	RLR	4	R								120	60	345.00	2.50	862.50		Prepare; conference call with franchisees
06/29/04	1	RLR	4	R								120	61	345.00	1.00	345.00		Telephone calls
07/01/04	1	RLR	4	R								120	62	345.00	1.50	517.50		Discuss with Neal Whitman; review
07/02/04	1	RLR	4	R								120	63	345.00	1.00	345.00		Discuss with Bob Purvin; review
07/07/04	1	RLR	4	R								120	64	0.00	2.75	0.00		Conference call with client; review
07/08/04	1	RLR	4	R								120	68	345.00	0.25	86.25		Discuss with Jeff Wolf
07/09/04	1	RLR	4	R								120	69	345.00	0.75	258.75		Review info
07/13/04	1	RLR	4	R								120	70	345.00	1.25	431.25		Review documents; discuss
07/14/04	1	RLR	4	R								120	71	345.00	0.75	258.75		Draft letter re status; review
07/15/04	1	RLR	4	R								120	72	345.00	0.25	86.25		Organize info
07/21/04	1	RLR	4	R								120	73	345.00	1.50	517.50		Review files
07/23/04	1	RLR	4	R								120	74	345.00	0.50	172.50		Letter from AAA
07/26/04	1	RLR	4	R								120	77	345.00	0.75	258.75		Telephone calls re status; review
07/28/04	1	RLR	4	R								120	78	345.00	1.50	517.50		Review case; discuss with Bob Purvin
08/02/04	1	RLR	4	R								120	80	345.00	0.75	258.75		Review documents; emails; answer
08/03/04	1	RLR	4	R								120	81	345.00	0.25	86.25		Telephone calls re Tony Desideiro
08/04/04	1	RLR	4	R								120	82	345.00	0.75	258.75		Review emails
08/05/04	1	RLR	4	R								120	83	345.00	1.25	431.25		Discuss with Bob P. and Jeff Wolf
08/09/04	1	RLR	4	R								120	85	345.00	1.50	517.50		Telephone calls with Tony Desideno, Jeff Wolf and
																		AAA; memo
08/10/04	1	RLR	4	R								120	86	345.00	0.50	172.50		Memo to franchisees
08/11/04	1	RLR	4	R								120	87	345.00	2.75	948.75		Review documents; Mary Klein; emails to clients,
																		etc.
08/13/04	1	RLR	4	R								120	91	345.00	1.25	431.25		Review client info
08/17/04	1	RLR	4	R								120	92	345.00	1.00	345.00		Review emails
08/18/04	1	RLR	4	R								120	93	345.00	2.50	862.50		Review files, etc.
08/19/04	1	RLR	4	R								120	94	345.00	1.25	431.25		Review memos from clients
08/20/04	1	RLR	4	R								120	95	345.00	0.75	258.75		Review re response; telephone call with Bob P.
08/30/04	1	RLR	4	R								120	96	345.00	0.75	258.75		Review emails; info
08/31/04	1	RLR	4	R								120	97	345.00	0.75	258.75		Telephone call with Mark Zoris; emails
Billable Total: 1 RICHARD L ROSEN															34.00	10781.25		
07/07/04	12	LS	4	R								120	65	0.00	1.50	0.00		Discussion with RLR; sat in on teleconference call;
																		telephone call with AAA
07/08/04	12	LS	4	R								120	66	260.00	0.25	65.00		Telephone call with AAA; discussion with RLR
07/14/04	12	LS	4	R								120	67	260.00	0.50	130.00		Discussion with RLR
07/23/04	12	LS	4	R								120	75	260.00	0.75	195.00		Discussion with RLR; prepared letter to the AAA
07/26/04	12	LS	4	R								120	76	260.00	0.50	130.00		Reviewed and sent out letter to AAA
07/29/04	12	LS	4	R								120	79	260.00	0.50	130.00		Discussion with RLR; telephone call with AAA
08/02/04	12	LS	4	R								120	84	260.00	0.25	65.00		Discussion with RLR
08/10/04	12	LS	4	R								120	88	260.00	0.25	65.00		Discussion with RLR; prepared letter to AAA
08/11/04	12	LS	4	R								120	89	260.00	0.50	130.00		Discussion with RLR; revised letter to trust
																		members
08/16/04	12	LS	4	R								120	90	260.00	0.25	65.00		Reviewed incoming correspondence
08/18/04	12	LS	4	R								120	98	260.00	2.00	520.00		Discussion with RLR; began reviewing and organizing
																		files
08/19/04	12	LS	4	R								120	99	260.00	1.50	390.00		Continued reviewing and organizing files
Billable Total: 12 LEN SALIS															8.75	1885.00		
08/19/04	21	CF	4	R								120	100	85.00	4.00	340.00		Create file; file review; organize
08/20/04	21	CF	4	R								120	101	85.00	4.75	403.75		File review; organize
Billable Total: 21 Candace Poster															8.75	743.75		
Total Billable Fees															51.50	13410.00		
Fee Credits																		
07/07/04	1	RLR	4									4	58	0.00	0.00	0.00		To Write off Incorrect Balance
Expenses																		
07/21/04	1	RLR		R								8	14			19.25		Express Mail
07/26/04	1	RLR		R								54	3			2.00		Fax charges
Total Expenses																21.25		
Payments																		
08/16/04												1	1			-11486.25		PAYMENT RECEIVED - THANK YOU
Total Payments																-11486.25		

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM (Continued)

***** R E C A P *****

Fees:	13410.00				
Expenses:	21.25	Prev Bal:	11486.25		
Advances:	0.00	Pymt/Cr:	-11486.25		
Total WIP:	13431.25	Bal Due:	0.00	Total:	13431.25
1/R: 0-30	31-60	61-90	91-120	121-180	181+
0.00	0.00	0.00	0.00	0.00	0.00

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September 30, 2004

Dunhill Franchisees' Trust
Don Kerl
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 50968

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 67.00 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 13,431.25
PAYMENTS 9/04	\$ <13,431.25>
CURRENT FEES	\$ 17,137.50
COURTESY DISCOUNT	\$ <5,000.00>
DISBURSEMENTS	\$ <u>18.00</u>
TOTAL AMOUNT DUE	\$ 12,155.50

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM
DUNHILL FRANCHIS

Contact:

Primary Timekeeper: 1 RLR Category: 4 FRANCHISE
Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 13431.25

Date	Tmkr	Cat	Src	H	T	B	R	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
				P	X	C	C							
09/01/04	1 RLR	4	R					120	102	345.00	0.25	86.25		Analysis
09/02/04	1 RLR	4	R					120	103	345.00	0.75	258.75		Arbitration response
09/03/04	1 RLR	4	R					120	104	345.00	0.50	172.50		Telephone calls; prepare demand
09/07/04	1 RLR	4	R					120	105	345.00	1.00	345.00		Prepare response; Joe
09/08/04	1 RLR	4	R					120	106	345.00	3.50	1207.50		Draft responses to demand
09/09/04	1 RLR	4	R					120	107	345.00	5.50	1897.50		Telephone calls; emails; clients; prepare arbitrator response
09/10/04	1 RLR	4	R					120	108	345.00	2.50	862.50		Telephone calls re arbitrator response; review document
09/13/04	1 RLR	4	R					120	109	345.00	1.75	603.75		Telephone calls; miscellaneous emails re response
09/14/04	1 RLR	4	R					120	110	345.00	1.75	603.75		Re reply; open issues; emails
09/15/04	1 RLR	4	R					120	111	345.00	1.75	603.75		Mike C.; review reply; Bob Purvin; general
09/17/04	1 RLR	4	R					120	118	345.00	1.75	603.75		Bob Sommella; memo to franchisees, Bob Purvin
09/20/04	1 RLR	4	R					120	119	345.00	0.75	258.75		Emails
09/21/04	1 RLR	4	R					120	120	345.00	2.00	690.00		Review emails and minutes; analyze issues for conference call
09/22/04	1 RLR	4	R					120	122	345.00	0.75	258.75		Emails; strategy re royalties, etc.
09/24/04	1 RLR	4	R					120	123	345.00	0.75	258.75		Discuss case with Bob and Don
09/27/04	1 RLR	4	R					120	124	345.00	3.25	1121.25		Babson, Tony Russo, Bob P.; review trust etc.
09/28/04	1 RLR	4	R					120	127	345.00	2.25	776.25		Conference call with trustees; strategy; prepare; review
09/30/04	1 RLR	4	R					120	128	345.00	1.75	603.75		Prepare; conference call with franchisees
Billable Total:	1	RICHARD L ROSEN									32.50	11212.50		
09/07/04	12 LS	4	R					120	112	225.00	0.50	112.50		Discussion with RLR; reviewed files in preparation of preparing response to Arbitration Demand
09/08/04	12 LS	4	R					120	113	225.00	2.00	450.00		Discussion with RLR; reviewed files; began preparing response to Arbitration Demand
09/09/04	12 LS	4	R					120	114	225.00	8.00	1800.00		Discussion with RLR and continued preparing Answering Statement, etc.
09/10/04	12 LS	4	R					120	115	225.00	6.50	1462.50		Discussion with RLR and with Bob Purvin; revisions to and finalized Answering Statement; prepared demand for arbitration; prepared letter to the AAA
09/13/04	12 LS	4	R					120	116	225.00	0.50	112.50		Discussion with RLR; telephone call with Don kerl; prepared email to Don
09/14/04	12 LS	4	R					120	117	225.00	1.00	225.00		Prepared email letter to trust participants
09/20/04	12 LS	4	R					120	121	225.00	0.25	56.25		Telephone call with Peter Kramer
09/27/04	12 LS	4	R					120	125	225.00	1.25	281.25		Discussion with RLR; reviewed Trust Indenture, Adoption Agreements (re Babson); prepared letter to Jeff Wolf
09/28/04	12 LS	4	R					120	126	0.00	1.50	0.00		Discussion with RLR; conference call with Trustees; sent letter to Wolf to the trustees, etc.
09/30/04	12 LS	4	R					120	129	225.00	2.25	506.25		Reviewed correspondence, response to demand, etc.; prepared letter to Jeff Wolf
Billable Total:	12	LEN SALIS									23.75	5006.25		
09/22/04	18 JN	4	R					120	130	95.00	0.50	47.50		Format Excel documents
Billable Total:	18	JULIE NIMNIGHT									0.50	47.50		
09/08/04	21 CF	4	R					120	131	85.00	0.25	21.25		Review file
09/09/04	21 CF	4	R					120	132	85.00	2.00	170.00		Review file; prepare exhibit lists
09/17/04	21 CF	4	R					120	133	85.00	3.25	276.25		Review file; organize; conference with LS
09/20/04	21 CF	4	R					120	134	85.00	2.50	212.50		Review file
09/21/04	21 CF	4	R					120	135	85.00	1.00	85.00		Prepare franchisee information chart
09/24/04	21 CF	4	R					120	136	85.00	1.25	106.25		Review file
Billable Total:	21	Candace Foster									10.25	871.25		
Total Billable Fees											67.00	17137.50		
Fee Credits														
07/07/04	1 RLR	4						4	58	0.00	0.00	0.00		To Write off Incorrect Balance
Expenses														
09/10/04	1 RLR		R					54	4			16.00		Fax charges
09/28/04	1 RLR		R					54	5			2.00		Fax charges
Total Expenses												18.00		
Payments														

Client 65793.001M DUNHILL FRANCHISEE CLAIM (Continued)

Total Payments	-13431.25
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***** R E C A P *****

Fees:	17137.50				
Expenses:	18.00	Prev Bal:	13431.25		
Advances:	0.00	Pymt/Cr:	-13431.25		
Total WIP:	17155.50	Bal Due:	0.00	Total:	17155.50

M/R:	0-30	31-60	61-90	91-120	121-180	181+
	0.00	0.00	0.00	0.00	0.00	0.00

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October 31, 2004

Dunhill Franchisees' Trust
Don Kerl
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 51055

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 36.00 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 12,155.50
CURRENT FEES	\$ 9,235.00
DISBURSEMENTS	\$ <u>90.93</u>
TOTAL AMOUNT DUE	\$ 21,481.43

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 5793.001M DUNHILL FRANCHISEE CLAIM
 DUNHILL FRANCHISE

Contact:

Primary Timekeeper: 1 RLR Category: 4 FRANCHISE
 Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
 Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 12155.50

Date	Tmkr	Cat	Src	H T B R P X C C	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
Fees											
10/01/04	1 RLR	4	R		120	138	345.00	1.25	431.25		Emails; telephone calls (Lamb); letter to Wolf
10/04/04	1 RLR	4	R		120	139	345.00	1.25	431.25		Telephone calls with AAA re matters in abeyance; draft letter; telephone calls with Stu and Andreas
10/05/04	1 RLR	4	R		120	140	345.00	0.75	258.75		Letter to Wolf; discuss with Bob P.
10/06/04	1 RLR	4	R		120	141	345.00	0.75	258.75		Discuss with Bob, Don Kerl and Len
10/07/04	1 RLR	4	R		120	142	345.00	0.50	172.50		Discuss with Len; letter; Jeff Wolf
10/08/04	1 RLR	4	R		120	143	345.00	1.75	603.75		Discuss with Len; review letters to Wolf; franchisees
10/11/04	1 RLR	4	R		120	144	345.00	0.75	258.75		Discuss with Don Kerl; emails
10/14/04	1 RLR	4	R		120	145	345.00	1.25	431.25		Various correspondence; Don Kerl
10/15/04	1 RLR	4	R		120	146	345.00	0.50	172.50		Don Kerl; emails
10/18/04	1 RLR	4	R		120	147	345.00	1.75	603.75		Various emails; de identification; letters
10/19/04	1 RLR	4	R		120	148	345.00	1.25	431.25		De identification; Don Kerl; emails
10/20/04	1 RLR	4	R		120	149	345.00	0.75	258.75		Letter to Wolf, etc.; emails
10/21/04	1 RLR	4	R		120	150	345.00	0.75	258.75		Miscellaneous emails; de identification
10/25/04	1 RLR	4	R		120	151	345.00	0.50	172.50		Emails
10/26/04	1 RLR	4	R		120	152	345.00	0.75	258.75		Telephone call with Don Kerl
10/27/04	1 RLR	4	R		120	153	345.00	0.50	172.50		Emails; faxes; letter from Wolf
Billable Total: 1 RICHARD L ROSEN								15.00	5175.00		
10/01/04	12 LS	4	R		120	154	225.00	0.50	112.50		Discussion with RLR; revised letter to Wolf
10/04/04	12 LS	4	R		120	155	225.00	3.00	675.00		Reviewed AAA's letter; discussion with RLR; telephone call with Don Kerl's office; telephone call with Mellilo; prepared and sent out letter to AAA; telephone call with Tony Russo; telephone call with Robert Lamb (Wolf's associate)
10/05/04	12 LS	4	R		120	156	225.00	1.25	281.25		Telephone call with each of the trustees; forwarded my letter to the AAA to each of them; discussion with RLR; telephone call with Tony Russo; made revisions to prior draft of letter to Wolf
10/06/04	12 LS	4	R		120	157	225.00	1.00	225.00		Discussion with RLR; reviewed Purvin's correspondence, etc.; revised letter to Wolf
10/07/04	12 LS	4	R		120	158	225.00	3.50	787.50		Continued reviewing correspondence; telephone call with Jennifer at AAFD; discussion with RLR; telephone calls with Tony Russo; prepared letter to trust members; revised letter to Wolf
10/11/04	12 LS	4	R		120	159	225.00	0.50	112.50		Revised letter to the AAA
10/12/04	12 LS	4	R		120	160	225.00	0.25	56.25		Revised letter to trust members
10/13/04	12 LS	4	R		120	161	225.00	0.50	112.50		Discussion with RLR; telephone call with Tony Russo; finalized and sent out letter to trust members
10/14/04	12 LS	4	R		120	162	225.00	1.50	337.50		Prepared letter to Neil Whitman; prepared letter to Jeff Wolf; discussion with RLR; telephone call with Tony Russo; telephone call with AAA; revised letter to the AAA
10/18/04	12 LS	4	R		120	163	225.00	1.00	225.00		Telephone call with Tony Russo; discussion with RLR; revised letter to Wolf
10/19/04	12 LS	4	R		120	164	225.00	0.75	168.75		Telephone call with Tony Russo; discussion with RLR; revised and sent out letter to Wolf
10/20/04	12 LS	4	R		120	165	225.00	0.50	112.50		Prepared letter to AAA
10/21/04	12 LS	4	R		120	166	225.00	1.00	225.00		Prepared letter to Whitman on behalf of trustees
10/22/04	12 LS	4	R		120	167	225.00	0.50	112.50		Sent out letter to trustees, etc.; revised letter to AAA; telephone call with AAA
10/25/04	12 LS	4	R		120	168	225.00	0.50	112.50		Revised letter to Whitman
Billable Total: 12 LEN SALIS								16.25	3656.25		
10/01/04	21 CF	4	R		120	169	85.00	0.50	42.50		Review file
10/14/04	21 CF	4	R		120	170	85.00	2.00	170.00		Review file
10/20/04	21 CF	4	R		120	171	85.00	1.50	127.50		Review file
10/28/04	21 CF	4	R		120	172	85.00	0.75	63.75		Review file
Billable Total: 21 Candace Foster								4.75	403.75		
Total Billable Fees								36.00	9235.00		
Fee Credits											
07/07/04	1 RLR	4			4	58	0.00	0.00	0.00		To Write off Incorrect Balance
Expenses											
09/10/04	1 RLR		R		8	14			27.26		Express Mail
10/04/04	1 RLR		R			54			6.00		Fax charges

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 5793.001M DUNHILL FRANCHISEE CLAIM (Continued)

Date	Tmkr	Cat	Src	P	X	C	C	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
10/10/04	1	RLR	R					8 14	6			15.67		Express Mail
10/13/04	1	RLR	R					54	10			4.00		Fax charges
10/14/04	1	RLR	R					54	11			14.00		Fax charges
10/18/04	1	RLR	R					54	12			2.00		Fax charges
10/19/04	1	RLR	R					54	13			8.00		Fax charges
10/22/04	1	RLR	R					54	14			6.00		Fax charges
10/25/04	1	RLR	R					54	15			2.00		Fax charges
Total Expenses												90.93		

***** R E C A P *****

Fees:	9235.00					
Expenses:	90.93	Prev Bal:	12155.50			
Advances:	0.00	Pymt/Cr:	0.00			
Total WIP:	9325.93	Bal Due:	12155.50	Total:	21481.43	
A/R: 0-30	31-60	61-90	91-120	121-180	181+	
12155.50	0.00	0.00	0.00	0.00	0.00	

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■MEMBER NY, NJ and NH BARS
■■MEMBER NY and NJ BARS
^oMEMBER NY and IL BARS
^{oo}MEMBER NY BAR and THE LAW
SOCIETY OF ENGLAND and WALES

November 30, 2004

Dunhill Franchisees' Trust
Don Kerl
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 51160

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 20.25 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 21,481.43
PAYMENT 12/04	\$ <12,155.50>
TOTAL	\$ 9,325.93
CURRENT FEES	\$ 6,116.25
DISBURSEMENTS	\$ 220.00
TOTAL AMOUNT DUE	\$ 15,662.18

Case 1:07-cv-06940-VM

Document 16-14

Filed 08/29/2007

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Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM
DUNHILL FRANCHIS

Contact:

Primary Timekeeper: 1 RLR Category: 4 FRANCHISE
Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 21481.43

H T B R														Write
Date	Tmkr	Cat	Src	P	X	C	C	Tcode	Ref #	Rate	Hours	Amount	Up/Down	Description
Fees														
11/05/04	1	RLR	4	R				120	178	345.00	1.00	345.00		Review Don Kerl agreement; discuss with Don
11/08/04	1	RLR	4	R				120	173	345.00	0.75	258.75		Review Don Kerl settlement
11/09/04	1	RLR	4	R				120	174	345.00	0.25	86.25		Telephone calls re Don Kerl
11/10/04	1	RLR	4	R				120	175	345.00	0.75	258.75		Don Kerl
11/11/04	1	RLR	4	R				120	176	345.00	0.50	172.50		Don Kerl; email Jeff Wolfe
11/12/04	1	RLR	4	R				120	177	345.00	0.50	172.50		Don Kerl
11/22/04	1	RLR	4	R				120	185	345.00	2.25	776.25		Telephone calls re status of case; press release etc., Tony Russo and Bob Purvin; draft correspondence; telephone call re Don Kerl
11/23/04	1	RLR	4	R				120	186	345.00	1.50	517.50		Letter to Wolfe; telephone calls re de identification, etc.
11/24/04	1	RLR	4	R				120	187	345.00	1.00	345.00		Letter to Jeff Wolf; review issues
11/29/04	1	RLR	4	R				120	188	345.00	2.25	776.25		Discuss PR release with Mike Green and Tony Russo; review Watsco
11/30/04	1	RLR	4	R				120	191	345.00	1.00	345.00		Telephone call with Tony Russo
11/30/04	1	RLR	4	R				120	192	345.00	1.25	431.25		Telephone calls with Jeff Wolf and Don Kerl; letter to Jeff
Billable Total: 1 RICHARD L ROSEN											13.00	4485.00		
11/04/04	12	LS	4	R				120	179	225.00	0.50	112.50		Reviewed termination agreement
11/08/04	12	LS	4	R				120	180	225.00	0.50	112.50		Reviewed termination agreement with RLR
11/19/04	12	LS	4	R				120	181	225.00	0.50	112.50		Telephone calls with Tony Russo; discussion with RLR
11/22/04	12	LS	4	R				120	182	225.00	1.50	337.50		Discussion with RLR; telephone call with Tony; prepare letter to Wolf
11/23/04	12	LS	4	R				120	183	225.00	2.00	450.00		Discussion with RLR; revise letter to Wolf; telephone calls with Tony Russo
11/29/04	12	LS	4	R				120	189	225.00	0.50	112.50		Prepared letter to Wolf re Zinn/Wilcoxson
11/29/04	12	LS	4	R				120	190	225.00	0.75	168.75		Discussions with RLR; printed out and reviewed Watsco's/ok filing; review same with RLR
11/30/04	12	LS	4	R				120	184	225.00	1.00	225.00		Prepared and sent out letter to AAA; sent letter to Wolf; discussion with RLR
Billable Total: 12 LEN SALIS											7.25	1631.25		
Total Billable Fees											20.25	6116.25		
Fees Credits														
07/07/04	1	RLR	4					4	58	0.00	0.00	0.00		To Write off Incorrect Balance
11/03/04	1	RLR	4					4	137	0.00	0.00	0.00		To Write off Incorrect Balance
Expenses														
11/09/04	1	RLR		R				54	18			6.00		Fax charges
11/23/04	1	RLR		R				54	16			2.00		Fax charges
11/30/04	1	RLR		R				54	17			2.00		Fax charges
11/30/04								7	19			210.00		Mary Klein, Paralegal
Total Expenses												220.00		

***** R E C A P *****

Fees:	6116.25	Prev Bal:	21481.43		
Expenses:	220.00	Pymt/Cr:	0.00		
Advances:	0.00	Bal Due:	21481.43	Total:	27817.68
Total WIP:	6336.25				

A/R: 0-30	31-60	61-90	91-120	121-180	181+
9325.93	12155.50	0.00	0.00	0.00	0.00

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SOCIETY OF ENGLAND and WALES

December 31, 2004

Dunhill Franchisees' Trust
Don Kerl
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 51253

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 23.50 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 15,662.18
CURRENT FEES	\$ 6,840.00
DISBURSEMENTS	\$ <u>14.00</u>
TOTAL AMOUNT DUE	\$ 22,516.18

Case 1:07-cv-06940-VM

Document 16-14

Filed 08/29/2007

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Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM
DUNHILL FRANCHIS

Contact:

Timekeeper: 1 RLR Category: 4 FRANCHISE
 Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
 Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 15662.18

Date	Tmkr	Cat	Src	H T B R				Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
Fees														
12/01/04	1	RLR	4	R				120	193	345.00	1.25	431.25		Emails; draft press release
12/02/04	1	RLR	4	R				120	194	345.00	1.00	345.00		Tony D. (general); press release
12/06/04	1	RLR	4	R				120	197	345.00	1.50	517.50		Press release; draft
12/07/04	1	RLR	4	R				120	198	345.00	1.50	517.50		Press release; claims
12/08/04	1	RLR	4	R				120	199	345.00	1.50	517.50		Telephone calls and draft press release
12/09/04	1	RLR	4	R				120	200	345.00	1.50	517.50		Review case summaries; press release; telephone calls
12/13/04	1	RLR	4	R				120	201	345.00	1.25	431.25		Conference call; case studies
12/14/04	1	RLR	4	R				120	202	345.00	0.75	258.75		Discuss with Tony Russo and Bob Purvin
12/15/04	1	RLR	4	R				120	203	345.00	1.25	431.25		Tony Desiderio; Tony Russo re release
12/16/04	1	RLR	4	R				120	208	345.00	0.50	172.50		Discuss press release, etc.
12/17/04	1	RLR	4	R				120	209	345.00	0.75	258.75		Telephone calls re trust, press release and strategy
12/21/04	1	RLR	4	R				120	210	345.00	1.50	517.50		Conference call with trustees and Bob Purvin
12/22/04	1	RLR	4	R				120	217	345.00	1.75	603.75		Emails re ongoing strategy
12/28/04	1	RLR	4	R				120	213	345.00	1.75	603.75		AAA conference call; prepare; review
Billable Total: 1 RICHARD L ROSEN											17.75	6123.75		
12/02/04	12	LS	4	R				120	195	225.00	0.25	56.25		Telephone call with AAA; prepared letter to AAA, etc.
12/03/04	12	LS	4	R				120	196	225.00	0.25	56.25		Telephone call with Elias Zinn; sent out letter to Wolf, etc.
12/07/04	12	LS	4	R				120	204	225.00	0.25	56.25		Discussion with RLR in connection with press release
12/08/04	12	LS	4	R				120	205	225.00	0.25	56.25		Reviewed draft of press release
12/15/04	12	LS	4	R				120	206	225.00	0.75	168.75		Discussion with RLR; review Anthony Desiderio's file, etc.; present for RLR's telephone call with Anthony Desiderio
12/16/04	12	LS	4	R				120	207	225.00	0.25	56.25		Discussion with RLR; telephone call with Tony Russo
12/21/04	12	LS	4	R				120	211	225.00	0.50	112.50		Review Trust Indenture and Adoption agreement; discussion with RLR
12/28/04	12	LS	4	R				120	212	0.00	1.50	0.00		Discuss with RLR in preparation for conference call; conference call with AAA, etc.
Billable Total: 12 LEN SALIS											4.00	562.50		
12/07/04	18	JN	4	R				120	214	95.00	0.50	47.50		Review UFOCs and create comparative chart
Billable Total: 18 JULIE NIMNIGHT											0.50	47.50		
12/02/04	21	CF	4	R				120	215	85.00	1.00	85.00		Create/update files
12/03/04	21	CF	4	R				120	216	85.00	0.25	21.25		Filing
Billable Total: 21 Candace Foster											1.25	106.25		
Total Billable Fees											23.50	6840.00		
Fee Credits														
07/07/04	1	RLR	4					4	58	0.00	0.00	0.00		To Write off Incorrect Balance
11/03/04	1	RLR	4					4	137	0.00	0.00	0.00		To Write off Incorrect Balance
Expenses														
12/01/04	1	RLR		R				54	20			6.00		Fax charges
12/02/04	1	RLR		R				54	21			4.00		Fax charges
12/03/04	1	RLR		R				54	22			4.00		Fax charges
Total Expenses												14.00		

***** R E C A P *****

Fees:	6840.00	Prev Bal:	15662.18		
Expenses:	14.00	Pymt/Cr:	0.00		
Adjustments:	0.00	Bal Due:	15662.18	Total:	22516.18
Total WIP:	6854.00				

A/R: 0-30	31-60	61-90	91-120	121-180	181+
6336.25	9325.93	0.00	0.00	0.00	0.00

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KENNETH A. GOSS▲
ADRIANA GARDELLA

* MEMBER NY, NJ and MA BARS
▪ MEMBER NY, NJ and NH BARS
° MEMBER NY and NJ BARS
▲ MEMBER NY and CT BARS

January 31, 2005

Fax (619) 209 - 3777
and Mail
Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 90122

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 14.25 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 22,516.18
CURRENT FEES	\$ 4,436.25
DISBURSEMENTS	\$ <u>31.97</u>
TOTAL AMOUNT DUE	\$ 26,984.40

Primary Timekeeper: 1 RICHARD L ROSEN

Ent: 65793.001M DUNHILL FRANCHISEE CLAIM
ILL FRANCHIS

Contact:

Primary Timekeeper: 1 RLR Category: 4 FRANCHISE
Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 22516.18

Date	Tmkr	Cat	Src	H	T	B	R	P	X	C	C	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
Fees																		
01/03/05	1	RLR	4	R								120	218	345.00	0.25	86.25		Telephone calls re Don Kerl
01/04/05	1	RLR	4	R								120	219	345.00	1.75	603.75		Letter from AAA; respond; telephone call with Tony Russo; letter
01/05/05	1	RLR	4	R								120	220	345.00	0.75	258.75		Review letter from Duke Haynie; telephone call with Tony Russo
01/06/05	1	RLR	4	R								120	221	345.00	1.25	431.25		Discuss with Tony Russo; arbitration list
01/07/05	1	RLR	4	R								120	222	345.00	1.00	345.00		Telephone calls re Don Kerl; press release; Jeff Wolfe
01/11/05	1	RLR	4	R								120	223	345.00	0.50	172.50		Don Kerl; review; telephone calls
01/20/05	1	RLR	4	R								120	228	345.00	1.75	603.75		Arbitrators - select and list
01/21/05	1	RLR	4	R								120	229	345.00	0.75	258.75		Re arbitrators
01/24/05	1	RLR	4	R								120	230	345.00	0.50	172.50		Re arbitrators
01/25/05	1	RLR	4	R								120	231	345.00	0.50	172.50		Arbitrators
01/27/05	1	RLR	4	R								120	232	345.00	0.75	258.75		Arbitrators
01/31/05	1	RLR	4	R								120	233	345.00	0.50	172.50		Arbitrators
Billable Total: 1 RICHARD L ROSEN															10.25	3536.25		
01/05/05	12	LS	4	R								120	224	225.00	1.00	225.00		Discussion with RLR; prepare letter to AAA
01/06/05	12	LS	4	R								120	225	225.00	0.25	56.25		Reviewed Duke Haynie's letter
01/20/05	12	LS	4	R								120	226	225.00	0.50	112.50		Renewal list of arbitrators
01/21/05	12	LS	4	R								120	227	225.00	1.50	337.50		Discuss with RLR re arbitrator selection; prepare and sent transmittal AAA
01/27/05	12	LS	4	R								120	234	225.00	0.50	112.50		Discuss with RLR
01/31/05	12	LS	4	R								120	235	225.00	0.25	56.25		Prepare and sent out letter to AAA
able Total: 12 LEN SALIS															4.00	900.00		
Total Billable Fees															14.25	4436.25		
Fee Credits																		
07/07/04	1	RLR	4									4	58	0.00	0.00	0.00		To Write off Incorrect Balance
11/03/04	1	RLR	4									4	137	0.00	0.00	0.00		To Write off Incorrect Balance
Expenses																		
01/06/05	1	RLR		R								54	24			2.00		Fax charges
01/07/05	1	RLR		R								54	25			8.00		Fax charges
01/10/05	1	RLR		R							8	14	23			13.97		Express Mail
01/21/05	1	RLR		R								54	26			4.00		Fax charges
01/31/05	1	RLR		R								54	27			4.00		Fax charges
Total Expenses																31.97		

***** R E C A P *****

Fees:	4436.25					
Expenses:	31.97	Prev Bal:	22516.18			
Advances:	0.00	Pymt/Cr:	0.00			
Total WIP:	4468.22	Bal Due:	22516.18	Total:	26984.40	
A/R: 0-30	31-60	61-90	91-120	121-180	181+	
6854.00	6336.25	9325.93	0.00	0.00	0.00	

ROSEN, EINBINDER & DUNN, P.C.
ATTORNEYS AT LAW
641 LEXINGTON AVENUE
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(212) 888-7717

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RICHARD L. ROSEN
MICHAEL EINBINDER
TERRENCE M. DUNN*

KENNETH L. LEIBY, JR.°

JULIANNE COWAN LUSTHAUS▪
GLEN ROSENBERG
LEONARD S. SALIS
KENNETH A. GOSS▲
ADRIANA GARDELLA

* MEMBER NY, NJ and MA BARS
▪ MEMBER NY, NJ and NH BARS
° MEMBER NY and NJ BARS
▲ MEMBER NY and CT BARS

February 28, 2005

Via Facsimile (619) 209-3777)
and Regular Mail
Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 90209

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 5.75 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 26,984.40
PAYMENT 2/15	<u>\$ <9,325.93></u>
TOTAL	\$ 17,658.47
CURRENT FEES	\$ 1,863.75
DISBURSEMENTS	<u>\$ 6.00</u>
TOTAL AMOUNT DUE	\$ 19,528.22

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM
DUNHILL FRANCHIS

Contact:

Primary Timekeeper: 1 RLR Category: 4 FRANCHISE
Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 26984.40

Date	Tmkr	Cat	Src	H	T	B	R	P	X	C	C	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
Fees																		
02/08/05	1 RLR	4	R									120	236	345.00	0.25	86.25		Check out "website"
02/10/05	1 RLR	4	R									120	237	345.00	0.50	172.50		Telephone calls re arbitrator meeting
02/11/05	1 RLR	4	R									120	238	345.00	0.75	258.75		Telephone calls re arbitrators
02/16/05	1 RLR	4	R									120	239	345.00	0.75	258.75		Telephone calls re website listings
02/17/05	1 RLR	4	R									120	240	345.00	0.50	172.50		Telephone calls re conference
02/23/05	1 RLR	4	R									120	241	345.00	1.25	431.25		Telephone calls; review re arbitrators; conference call
02/28/05	1 RLR	4	R									120	242	345.00	0.75	258.75		Telephone calls with LS re arbitrators
Billable Total: 1 RICHARD L ROSEN															4.75	1638.75		
02/23/05	12 LS	4	R									120	243	225.00	0.50	112.50		AAA conference call
02/28/05	12 LS	4	R									120	244	225.00	0.50	112.50		Discuss with RLR; prepare letter to AAA
Billable Total: 12 LEN SALIS															1.00	225.00		
Total Billable Fees															5.75	1863.75		
Fees Credits																		
07/07/04	1 RLR	4										4	58	0.00	0.00	0.00		To Write off Incorrect Balance
11/03/04	1 RLR	4										4	137	0.00	0.00	0.00		To Write off Incorrect Balance
Expenses																		
02/03/05	1 RLR		R									54	28			2.00		Fax charges
02/28/05	1 RLR		R									54	29			4.00		Fax charges
Total Expenses																6.00		
Payments																		
02/15/05												1	4			-9325.93		PAYMENT RECEIVED - THANK YOU
Total Payments																-9325.93		

***** R E C A P *****

Fees:	1863.75	Prev Bal:	26984.40		
Expenses:	6.00	Pynt/Cr:	-9325.93		
Advances:	0.00	Bal Due:	17658.47	Total:	19528.22
Total WIP:	1869.75				
A/R: 0-30	31-60	61-90	91-120	121-180	181+
4468.22	6854.00	6336.25	0.00	0.00	0.00

THE RICHARD L. ROSEN LAW FIRM, PLLC

ATTORNEYS AT LAW
110 EAST 59TH STREET
23RD FLOOR
NEW YORK, NEW YORK 10022
(212) 644-6644

FACSIMILE (212) 644-3344

www.rosenlawpllc.com

RICHARD L. ROSEN

LEONARD S. SALIS

KENNETH L. LEIBY, JR.^o
COUNSEL

^oMEMBER NY AND NJ BARS

DEAR CLIENT:

**THIS BILL AND FUTURE BILLS SHOULD
BE PAID TO "THE RICHARD L. ROSEN
LAW FIRM, PLLC" AT THE ABOVE
ADDRESS.**

March 31, 2005

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 90318

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 5.75 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 19,528.22
PAYMENTS 3/23	\$ <17,658.47>
CURRENT FEES	\$ 1,863.75
DISBURSEMENTS	\$ <u>12.00</u>
TOTAL AMOUNT DUE	\$ 3,745.50

Primary Timekeeper: 1 RICHARD L ROSEN

Client: 65793.001M DUNHILL FRANCHISEE CLAIM
DUNHILL FRANCHIS

Contact:

Timekeeper: 1 RLR Category: 4 FRANCHISE
Secondary Timekeeper: 1 RLR Rate Code: 1 Draft: 00000002 Final: 00000001
Originating Timekeeper: 1 RLR Date Opened: 03/07/03

Prev Balance: 19528.22

Date	Tmkr	Cat	Src	H T B R P X C C	Tcode	Ref #	Rate	Hours	Amount	Write Up/Down	Description
ees											
3/01/05	1 RLR	4	R		120	245	345.00	0.75	258.75		Re arbitrators
3/02/05	1 RLR	4	R		120	246	345.00	0.50	172.50		Telephone calls, letters re arbitrators
3/07/05	1 RLR	4	R		120	247	345.00	0.75	258.75		Telephone calls re Oxley
3/14/05	1 RLR	4	R		120	248	345.00	0.75	258.75		Telephone calls re arbitrators
3/22/05	1 RLR	4	R		120	249	345.00	0.75	258.75		Re arbitrator
3/23/05	1 RLR	4	R		120	250	345.00	1.00	345.00		Arbitrator choice
3/31/05	1 RLR	4	R		120	253	345.00	0.25	86.25		Re arbitrators
Billable Total: 1 RICHARD L ROSEN								4.75	1638.75		
3/07/05	12 LS	4	R		120	251	225.00	0.50	112.50		Discuss with RLR
3/23/05	12 LS	4	R		120	252	225.00	0.50	112.50		Prepare letter to Wolf
Billable Total: 12 LEN SALIS								1.00	225.00		
Total Billable Fees								5.75	1863.75		
ee Credits											
7/07/04	1 RLR	4		4	58	0.00	0.00	0.00		To Write off Incorrect Balance	
1/03/04	1 RLR	4		4	137	0.00	0.00	0.00		To Write off Incorrect Balance	
xpenses											
3/03/05	1 RLR		R		54	30			4.00		Fax charges
3/11/05	1 RLR		R		54	31			2.00		Fax charges
3/21/05	1 RLR		R		54	32			2.00		Fax charges
3/23/05	1 RLR		R		54	33			4.00		Fax charges
Total Expenses									12.00		
aymen											
3/23/05				1	5				-9900.00		PAYMENT RECEIVED - THANK YOU
3/23/05				1	6				-7758.47		PAYMENT RECEIVED - THANK YOU
Total Payments									-17658.47		

***** R E C A P *****

ees:	1863.75				
xpenses:	12.00	Prev Bal:	19528.22		
dvances:	0.00	Pymt/Cr:	-17658.47		
otal WIP:	1875.75	Bal Due:	1869.75	Total:	3745.50
/R: 0-30	31-60	61-90	91-120	121-180	181+
1869.75	0.00	0.00	0.00	0.00	0.00

THE RICHARD L. ROSEN LAW FIRM, PLLC

ATTORNEYS AT LAW
110 East 59th Street
23rd Floor
New York, New York 10022
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RICHARD L. ROSEN
LEONARD S. SALIS

KENNETH L. LEIBY, JR.
COUNSEL

MEMBER NY AND NJ BARS

May 31, 2005

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050509

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 7.25 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 3,745.50
CURRENT FEES	<u>\$ 2,201.25</u>
TOTAL AMOUNT DUE	\$ 5, 946.75

6/2/2005
11:54 PMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip Classification Open
 Clie. Selection Include: Dunhill Franchisees' Trust

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Posting Status	Description	Provider Activity Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
197	4/6/2005	TIME	WIP Don Kerl, arbitration etc.	RLR File Review Dunhill Franchisees' Trust	0.75 0.00 0.00	345.00 T	258.75
201	4/7/2005	TIME	WIP revised and sent out letter to Jeff Wolf	LS Revise Dunhill Franchisees' Trust Dunhill Staffing Systems	0.25 0.00 0.00	225.00 T	56.25
198	4/8/2005	TIME	WIP Review documents, website, etc	RLR Review Dunhill Franchisees' Trust Dunhill Staffing Systems	0.75 0.00 0.00	225.00 T	168.75
199	4/11/2005	TIME	WIP Review information re: website, etc	RLR Review Dunhill Franchisees' Trust Dunhill Staffing Systems	0.75 0.00 0.00	345.00 T	258.75
202	4/20/2005	TIME	WIP discussion with RLR; telephone call AAA	LS Discuss Dunhill Franchisees' Trust Dunhill Staffing Systems	0.25 0.00 0.00	225.00 T	56.25
200	4/21/2005	TIME	WIP Re: arbitration, conference call	RLR Telephone Call Dunhill Franchisees' Trust Dunhill Staffing Systems	0.50 0.00 0.00	345.00 T	172.50
344	5/6/2005	TIME	WIP discussion with RLR; prepared and sent conference call calender to the AAA	LS Multiple Dunhill Franchisees' Trust Dunhill Staffing Systems	0.25 0.00 0.00	225.00 T	56.25
276	5/13/2005	TIME	WIP telephone call - Tony Russo, Bob	RLR Telephone Call Dunhill Franchisees' Trust Dunhill Staffing Systems	0.50 0.00 0.00	345.00 T	172.50

5/2/2005

11:54 PM

The Richard L. Rosen Law Firm PLLC

Slip Listing

Page 2

Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
Posting Status		Client		Bill Status	
Description		Reference	Variance		
363	TIME	LS	0.25	225.00	56.25
5/16/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust			
discussion with RLR (and revised Duke Haynie's email of 5/16)		Dunhill Staffing Systems	0.00		
288	TIME	RLR	0.75	345.00	258.75
5/16/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust			
Review information regarding abandonment		Dunhill Staffing Systems	0.00		
406	TIME	RLR	0.50	395.00	197.50
5/18/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust			
telephone call; review arbitrator's email		Dunhill Staffing Systems	0.00		
462	TIME	LS	0.25	260.00	65.00
5/18/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust			
Reviewed letter from AAA; sent letter to Wolf		Dunhill Staffing Systems	0.00		
re: change of address					
462	TIME	LS	0.25	260.00	65.00
5/19/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust			
discussion with RLR re: scheduling of AAA conference call		Dunhill Staffing Systems	0.00		
424	TIME	RLR	0.25	395.00	98.75
5/20/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust			
telephone call re: status		Dunhill Staffing Systems	0.00		
482	TIME	LS	0.25	260.00	65.00
5/20/2005		Correspondence	0.00	T	
WIP		Dunhill Franchisees' Trust			
prepared & sent out letter to AAA re: scheduling of conference call		Dunhill Staffing Systems	0.00		
488	TIME	LS	0.75	260.00	195.00
5/24/2005		Multiple	0.00	T	
WIP		Dunhill Franchisees' Trust			
discussion with RLR; prepared transmittal letter to Tony Russo; prepared update email to Tony Russo		Dunhill Staffing Systems	0.00		
Grand Total					
		Billable	7.25		2201.25
		Unbillable	0.00		0.00
		Total	7.25		2201.25

June 30, 2005

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050542

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 17.50 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 5,946.75
CREDIT ADJUSTMENT	\$ <90.00>
CURRENT FEES	<u>\$ 5,547.50</u>
TOTAL AMOUNT DUE	\$ 11,404.24

2/16/2006
12:10 PMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip.Selection Include: 535; 544; 553; 566; 569; 572; 575; 619; 635; 647; 657; 666; 679; 690; 724; 730; 765
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust
 Slip.Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Posting Status	Description	Provider Activity	Client Reference	Units DNB Time	Rate Rate Info	Slip Value	
						Variance	Bill Status		
535	6/1/2005	TIME	Billed	G:10005	10/6/2005	LS Multiple	0.75 0.00	225.00 T	168.75
			reviewed faz from AAA; notified Tony about conference call; reviewed Trust Indenture; prepared memo (withdrawal of Trustees)			Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00		
544	6/2/2005	TIME	Billed	G:10005	10/6/2005	LS Telephone Call	0.25 0.00	225.00 T	56.25
			telephone call Dunhill's attorney; discussion with RLR			Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00		
553	6/2/2005	TIME	Billed	G:10005	10/6/2005	RLR Correspondence	0.25 0.00	345.00 T	86.25
			emails regarding questions			Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00		
566	6/3/2005	TIME	Billed	G:10005	10/6/2005	RLR Review	0.50 0.00	345.00 T	172.50
			Review trust			Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00		
569	6/6/2005	TIME	Billed	G:10005	10/6/2005	LS Multiple	2.00 0.00	225.00 T	450.00
			prepared for AAA conference call; discussions with RLR; AAA conference call; began preparing letter to trust members summarizing the conference call			Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00		
572	6/6/2005	TIME	Billed	G:10005	10/6/2005	RLR Conference Call	2.25 0.00	345.00 T	776.25
			conference call with arbitrator			Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00		
575	6/7/2005	TIME	Billed	G:10005	10/6/2005	LS Correspondence	0.75 0.00	345.00 T	258.75
			completed letter to trust participants			Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00		

2/16/2006
12:10 PMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 2

Slip ID	Dates and Time	Posting Status	Description	Provider Activity	Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
						Variance		
619	TIME			RLR		0.75	345.00	258.75
	6/7/2005			Review		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	Review strategy of arbitration			Dunhill Staffing Systems		0.00		
635	TIME			RLR		0.75	345.00	258.75
	6/14/2005			Discuss		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	discuss strategy			Dunhill Staffing Systems		0.00		
647	TIME			RLR		0.50	345.00	172.50
	6/15/2005			Review		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	Review Duke Haynie letter			Dunhill Staffing Systems		0.00		
657	TIME			RLR		0.75	345.00	258.75
	6/17/2005			Research		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	Sarbanes - Oxley research			Dunhill Staffing Systems		0.00		
666	TIME			RLR		0.50	345.00	172.50
	6/20/2005			Review		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	Review Duke Haynie info			Dunhill Staffing Systems		0.00		
679	TIME			RLR		2.25	345.00	776.25
	6/21/2005			Multiple		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	Duke Haynie, letter to franchisees			Dunhill Staffing Systems		0.00		
690	TIME			RLR		2.25	345.00	776.25
	6/22/2005			Multiple		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	telephone call; documents to franchisees			Dunhill Staffing Systems		0.00		
730	TIME			LS		1.50	225.00	337.50
	6/22/2005			Multiple		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	discussion with RLR (letter to trust members, memo to Tony and proposed amendment to trust indenture); revised letter to trust members; revised memo to Tony; telephone call Dunhill's counsel			Dunhill Staffing Systems		0.00		
724	TIME			RLR		0.50	345.00	172.50
	6/27/2005			Amendment		0.00	T	
	Billed	G:10005	10/6/2005	Dunhill Franchisees' Trust				
	Amend trust			Dunhill Staffing Systems		0.00		

2/16/2006
12:10 PMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 3

Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
765	RLR	1.00	345.00	345.00
6/30/2005	Draft	0.00	T	
Billed	Dunhill Franchisees' Trust			
G:10005	Dunhill Staffing Systems	0.00		
10/6/2005				
Draft documents, Kerl agreement				
<hr/>				
Grand Total	Billable	17.50		5497.50
	Unbillable	0.00		0.00
	Total	17.50		5497.50

THE RICHARD L. ROSEN LAW FIRM, PLLC

ATTORNEYS AT LAW
110 East 59th Street
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www.rosenlawpllc.com

RICHARD L. ROSEN

LEONARD S. SALIS

KENNETH L. LEIBY, JR.^o
COUNSEL

^oMEMBER NY AND NJ BARS

July 31, 2005

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050586

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 41.75 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 11,404.24
CURRENT FEES	\$ 11,400.00
CREDIT ADJUSTMENT	\$ <653.75>
PAYMENT - Thank you	\$<10,750.50>
DISBURSEMENTS	\$ <u>51.82</u>
TOTAL AMOUNT DUE	\$ 11,451.81

8/8/2005
10:45 AMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria	
Slip.Selection	Include: 781; 786; 792; 797; 800; 803; 810; 814; 829; 833; 835; 840; 861; 865; 876; 880; 895; 899; 902; 922; 947
Slip.Classification	Open
Clie.Selection	Include: Dunhill Franchisees' Trust
Slip.Transaction Ty	1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider Activity	Units	Rate	Slip Value
Posting Status		Client	DNB Time	Rate Info	
Description		Reference	Variance	Bill Status	
786	TIME	RLR			
7/1/2005		Review	1.00	345.00	345.00
WIP		Dunhill Franchisees' Trust	0.00	T	
draft production request		Dunhill Staffing Systems	0.00		
792	TIME	LS	0.25	225.00	56.25
7/1/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust	0.00		
discussion with RLR		Dunhill Staffing Systems	0.00		
365	TIME	RLR	2.25	345.00	776.25
7/5/2005		Preparation	0.00	T	
WIP		Dunhill Franchisees' Trust	0.00		
Prepare for document discovery; discuss with Tony		Dunhill Staffing Systems	0.00		
797	TIME	LS	0.25	225.00	56.25
7/5/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust	0.00		
discussion with RLR; telephone call with Tony Russo (with RLR)		Dunhill Staffing Systems	0.00		
800	TIME	LS	0.50	225.00	112.50
7/6/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust	0.00		
discussion wiht RLR; telephone call Duke Haynie		Dunhill Staffing Systems	0.00		
876	TIME	RLR	1.50	345.00	517.50
7/6/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust	0.00		
telephone call regarding discovery; prepare demand for production		Dunhill Staffing Systems	0.00		
803	TIME	LS	0.50	225.00	112.50
7/7/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust	0.00		
discussion with RLR; telephone call Robert Somella		Dunhill Staffing Systems	0.00		

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Slip Listing

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Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
Posting Status	Description	Client Reference	Variance	Bill Status	
880	TIME	RLR			
7/7/2005		Preparation	1.25	345.00	431.25
WIP		Dunhill Franchisees' Trust	0.00	T	
	Prepare for conference call, telephone Jeff Wolf	Dunhill Staffing Systems	0.00		
810	TIME	LS			
7/8/2005		Multiple	2.00	225.00	450.00
WIP		Dunhill Franchisees' Trust	0.00	T	
	telephone call to Tony Russo; prepared for conference call with AAA; conference call; discussion with RLR; prepared communication to Trust participants	Dunhill Staffing Systems	0.00		
895	TIME	RLR			
7/8/2005		Telephone Call	2.25	345.00	776.25
WIP		Dunhill Franchisees' Trust	0.00	T	
	telephone call Jeff Wolf, arbitrators, et al; draft letter, discovery, etc	Dunhill Staffing Systems	0.00		
781	TIME	CF			
7/8/2005		Research	0.75	100.00	75.00
WIP		Dunhill Franchisees' Trust	0.00	T	
	Research potential witnesses in franchisees files	Dunhill Staffing Systems	0.00		
814	TIME	LS			
7/11/2005		Multiple	2.00	225.00	450.00
WIP		Dunhill Franchisees' Trust	0.00	T	
	discussion with RLR; prepared email to Tony re: royalty advertising amounts due; began preparing document demand	Dunhill Staffing Systems	0.00		
829	TIME	RLR			
7/11/2005		Preparation	1.25	345.00	431.25
WIP		Dunhill Franchisees' Trust	0.00	T	
	Prepare demand for documents	Dunhill Staffing Systems	0.00		
835	TIME	LS			
7/12/2005		Multiple	7.00	225.00	1575.00
WIP		Dunhill Franchisees' Trust	0.00	T	
	telephone Tony Russo; telephone Bob Somella; reviewed file thoroughly; began preparing combined demand for documents and information	Dunhill Staffing Systems	0.00		
833	TIME	RLR			
7/12/2005		Draft	1.25	345.00	431.25
WIP		Dunhill Franchisees' Trust	0.00	T	
	Document production, draft demand letter	Dunhill Staffing Systems	0.00		

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Slip Listing

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Slip ID	Dates and Time	Provider	Units	Rate	Slip Value
	Posting Status	Activity	DNB Time	Rate Info	
	Description	Client		Bill Status	
		Reference	Variance		
840	TIME	LS	4.00	225.00	900.00
	7/13/2005	Revise	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	made revisions to combined discovery demand	Dunhill Staffing Systems	0.00		
861	TIME	RLR	3.50	345.00	1207.50
	7/14/2005	Draft	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	Draft production demand	Dunhill Staffing Systems	0.00		
899	TIME	LS	4.00	225.00	900.00
	7/14/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	telephone call Tony; continued making revisions to our combined discovery demand	Dunhill Staffing Systems	0.00		
902	TIME	LS	3.00	225.00	675.00
	7/15/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	telephone Tony; made final revision to combined discovery demand; prepared letter to AAA, sent out demand	Dunhill Staffing Systems	0.00		
922	TIME	RLR	2.25	345.00	776.25
	7/15/2005	Finalize	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	finalize document demand	Dunhill Staffing Systems	0.00		
947	TIME	RLR	1.00	345.00	345.00
	7/21/2005	Discuss	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	discuss with Tony, review	Dunhill Staffing Systems	0.00		
Grand Total					
		Billable	41.75		11400.00
		Unbillable	0.00		0.00
		Total	41.75		11400.00

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Slip Listing

Page 1

Selection Criteria

Slip.Date 7/1/2005 - 7/31/2005
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust
 Slip.Transaction Ty 2 - 2

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Posting Status	Description	Provider Activity	Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
						Variance		
821	7/13/2005	EXP	WIP Meal Charge.	LS Meal	Dunhill Franchisees' Trust Dunhill Staffing Systems	1	8.00	8.00
1010	7/15/2005	EXP	WIP FedEx to Suzanne Paglia.	LS FedEx	Dunhill Franchisees' Trust Dunhill Staffing Systems	1	22.38	22.38
1011	7/15/2005	EXP	WIP FedEx to Jeffrey Wolf.	LS FedEx	Dunhill Franchisees' Trust Dunhill Staffing Systems	1	21.44	21.44
Grand Total								
Billable						0.00		51.82
Unbillable						0.00		0.00
Total						0.00		51.82

THE RICHARD L. ROSEN LAW FIRM, PLLC

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RICHARD L. ROSEN
LEONARD S. SALIS

KENNETH L. LEIBY, JR.^o
COUNSEL
^oMEMBER NY AND NJ BARS

August 31, 2005

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050603

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 10.00* hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE \$ 11,451.81

CURRENT FEES* \$ 2,885.00

TOTAL AMOUNT DUE \$ 14,336.81

* includes previously unbilled time as per work in progress report annexed.

8/22/2005

2:03 PM

The Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip Selection	Include: 1156; 1161
Slip Classification	Open

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
Posting Status		Client		Bill Status	
Description		Reference	Variance		
1156	TIME	LS	0.50	260.00	130.00
6/20/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust			
telephone call Duke Haynie; discussion with RLR (re: memo re: withdrawal, etc.)		Dunhill Staffing Systems	0.00		
1161	TIME	LS	0.50	260.00	130.00
6/21/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust			
telephone call Duke Haynie; conference all with RLR, Duke and Seleda		Dunhill Staffing Systems	0.00		
Grand Total		Billable	1.00		260.00
		Unbillable	0.00		0.00
		Total	1.00		260.00

9/6/2005
2:00 PMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip Date 8/1/2005 - 8/31/2005
 Slip Classification Open
 Clie. Selection Include: Dunhill Franchisees' Trust
 Slip Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider Activity Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
1051	TIME	RLR	0.75	345.00	258.75
	8/1/2005	Discuss	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	discuss document production with Tony Russo; review	Dunhill Staffing Systems	0.00		
1260	TIME	RLR	1.00	345.00	345.00
	8/24/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	Prepare disclosure	Dunhill Staffing Systems	0.00		
1276	TIME	RLR	2.00	345.00	690.00
	8/29/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	Review document production	Dunhill Staffing Systems	0.00		
1306	TIME	LS	2.00	225.00	450.00
	8/29/2005	Discuss	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	discussion with RLR; reviewed Dunhill document demand, etc.	Dunhill Staffing Systems	0.00		
1311	TIME	LS	1.50	225.00	337.50
	8/30/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	Prepared letter to AAA; began reviewing Dunhill's document demand	Dunhill Staffing Systems	0.00		
1286	TIME	RLR	1.25	345.00	431.25
	8/31/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	Review document production, witnesses	Dunhill Staffing Systems	0.00		
1317	TIME	LS	0.50	225.00	112.50
	8/31/2005	Telephone Call	0.00	T	
	WIP	Dunhill Franchisees' Trust			
	telephone call Dunhill's attorney; discussion with RLR	Dunhill Staffing Systems	0.00		

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Slip Listing

Page 2

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
Grand Total				
	Billable	9.00		2625.00
	Unbillable	0.00		0.00
	Total	9.00		2625.00

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RICHARD L. ROSEN
LEONARD S. SALIS

KENNETH L. LEIBY, JR.
COUNSEL
MEMBER NY AND NJ BARS

August 31, 2005

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050603

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 10.00* hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 11,451.81
CURRENT FEES*	<u>\$ 2,885.00</u>
TOTAL AMOUNT DUE	\$ 14,366.81

* includes previously unbilled time as per work in progress report annexed.

8/22/2005
03 PMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip Selection Include: 1156; 1161
Slip Classification Open

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Posting Status	Description	Provider Activity Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
1156	6/20/2005	TIME	WIP	LS Telephone Call	0.50	260.00	130.00
			telephone call Duke Haynie; discussion with RLR (re: memo re: withdrawal, etc.)	Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00	T	
					0.00		
1161	6/21/2005	TIME	WIP	LS Telephone Call	0.50	260.00	130.00
			telephone call Duke Haynie; conference all with RLR, Duke and Seleda	Dunhill Franchisees' Trust Dunhill Staffing Systems	0.00	T	
					0.00		
Grand Total							
					Billable		
					Unbillable		
					Total		
					1.00		260.00
					0.00		0.00
					1.00		260.00

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2:00 PMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip.Date 8/1/2005 - 8/31/2005
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust
 Slip.Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider	Units	Rate	Slip Value
Posting Status		Activity	DNB Time	Rate Info	
Description		Client		Bill Status	
		Reference	Variance		
1051	TIME	RLR			
8/1/2005		Discuss	0.75	345.00	258.75
WIP		Dunhill Franchisees' Trust	0.00	T	
discuss document production with Tony Russo; review		Dunhill Staffing Systems	0.00		
1260	TIME	RLR			
8/24/2005		Preparation	1.00	345.00	345.00
WIP		Dunhill Franchisees' Trust	0.00	T	
Prepare disclosure		Dunhill Staffing Systems	0.00		
.76	TIME	RLR			
8/29/2005		Review	2.00	345.00	690.00
WIP		Dunhill Franchisees' Trust	0.00	T	
Review document production		Dunhill Staffing Systems	0.00		
1306	TIME	LS			
8/29/2005		Discuss	2.00	225.00	450.00
WIP		Dunhill Franchisees' Trust	0.00	T	
discussion with RLR; reviewed Dunhill document demand, etc.		Dunhill Staffing Systems	0.00		
1311	TIME	LS			
8/30/2005		Preparation	1.50	225.00	337.50
WIP		Dunhill Franchisees' Trust	0.00	T	
Prepared letter to AAA; began reviewing Dunhill's document demand		Dunhill Staffing Systems	0.00		
1286	TIME	RLR			
8/31/2005		Review	1.25	345.00	431.25
WIP		Dunhill Franchisees' Trust	0.00	T	
Review document production, witnesses		Dunhill Staffing Systems	0.00		
1317	TIME	LS			
8/31/2005		Telephone Call	0.50	225.00	112.50
WIP		Dunhill Franchisees' Trust	0.00	T	
telephone call Dunhill's attorney; discussion with RLR		Dunhill Staffing Systems	0.00		

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Slip Listing

Page 2

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
Grand Total				
	Billable	9.00		2625.00
	Unbillable	0.00		0.00
	Total	9.00		2625.00

THE RICHARD L. ROSEN LAW FIRM, PLLC

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RICHARD L. ROSEN

LEONARD S. SALIS

KENNETH L. LEIBY, JR. °
COUNSEL

°MEMBER NY AND NJ BARS

September 30, 2005

**Via Facsimile (619)209-3777
and Regular Mail**

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050627

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 28.25 hours of attorneys
time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 14,366.81
CURRENT FEES	\$ 8,516.25
DISBURSEMENTS	\$ <u>127.66</u>
TOTAL AMOUNT DUE	\$ 23,010.72

10/10/2005

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The Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip.Date 9/1/2005 - 9/30/2005
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust:Sta
 Slip.Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
Posting Status		Client Reference	Variance	Bill Status	
1559	TIME	LS	0.50	345.00	172.50
9/1/2005		Preparation	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Prepared new letter to AAA			0.00		
1448	TIME	RLR	0.75	345.00	258.75
9/1/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
disclosure, review and send to Tony			0.00		
1453	TIME	RLR	0.75	345.00	258.75
9/2/2005		Discuss	0.00	T	
IP		Dunhill Franchisees' Trust:Sta			
discuss with Tony Russo, review file			0.00		
1523	TIME	RLR	1.00	345.00	345.00
9/2/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Review documents regarding discovery			0.00		
1579	TIME	LS	0.50	225.00	112.50
9/12/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call Tony, discussion with Candace, etc.			0.00		
1496	TIME	RLR	1.00	345.00	345.00
9/14/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Review discovery documentation			0.00		
1594	TIME	LS	1.00	225.00	225.00
9/14/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
discussion with RLR; prepared draft of email communication to trust emails regarding our objections to Dunhill's demand for documents			0.00		
1603	TIME	LS	0.75	225.00	168.75
9/16/2005		Discuss	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			

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Slip Listing

Page 2

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
discussion with RLR; revised draft of email communication with trust memebers		0.00		
1511 TIME 9/16/2005 WIP review discovery procedure; prepare for conference call, memo to franchisees	RLR Discuss Dunhill Franchisees' Trust:Sta	1.50 0.00 0.00	345.00 T	517.50
1515 TIME 9/19/2005 WIP Prepare for and conduct conference call	RLR Preparation Dunhill Franchisees' Trust:Sta	3.00 0.00 0.00	345.00 T	1035.00
1606 TIME 9/19/2005 WIP reviewed email transmittal to trust members with RLR; discussion with RLR; in preparation for conference call with trust memebers; prepared draft of letter to Wolf; attended teleconference call	LS Multiple Dunhill Franchisees' Trust:Sta	3.50 0.00 0.00	225.00 T	787.50
educt 2.15 hours from timeslip report - should bill \$325				
1608 TIME 9/20/2005 WIP telephone call Lelia Babson; telephone call Tony	LS Telephone Call Dunhill Franchisees' Trust:Sta	0.50 0.00 0.00	225.00 T	112.50
1539 TIME 9/21/2005 WIP Review document production, telephone	RLR Review Dunhill Franchisees' Trust:Sta	1.25 0.00 0.00	345.00 T	431.25
1542 TIME 9/23/2005 WIP Prepare disclosure, AAA arbitrator, telephone call Jeff Wolf	RLR Preparation Dunhill Franchisees' Trust:Sta	1.50 0.00 0.00	345.00 T	517.50
1657 TIME 9/23/2005 WIP Review letter from AAA with RLR; prepared letter in response to AAA	LS Review Dunhill Franchisees' Trust:Sta	0.50 0.00 0.00	225.00 T	112.50

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The Richard L. Rosen Law Firm PLLC
Slip Listing

Page 3

Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info Bill Status	Slip Value
Posting Status	Description	Client Reference	Variance		
1634	TIME	RLR	0.75	345.00	258.75
9/26/2005		Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Review emails, discuss strategy		0.00		
1664	TIME	LS	2.25	225.00	506.25
9/26/2005		Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	telephone call Tony; reviewed emails from Lelia; telephone call Lelia; email correspondence - Marsha Simpkins; telephone call Duke Haynie; reviewed Duke's fax and telephone call Duke; prepared email to trust members		0.00		
1640	TIME	RLR	1.75	345.00	603.75
9/27/2005		Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Review disclosure info, discuss with Len, Tony Russo		0.00		
1665	TIME	LS	0.75	225.00	168.75
9/27/2005		Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	telephone Tony Desiderio; prepared email to trust members regarding sworn statement; discussion with RLR		0.00		
1646	TIME	RLR	1.50	345.00	517.50
9/28/2005		Telephone Call	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	telephone call Jeff Wolf, review emails, discuss with Bob Purvin		0.00		
1669	TIME	LS	0.50	225.00	112.50
9/28/2005		Preparation	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Prepared fax from Duke Haynie; telephone Duke Haynie		0.00		
1684	TIME	RLR	1.25	345.00	431.25
9/29/2005		Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Review regarding documents		0.00		
1696	TIME	RLR	1.50	345.00	517.50
9/30/2005		Telephone Call	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	telephone call regarding production of documents, review info		0.00		

10/10/2005

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The Richard L. Rosen Law Firm PLLC
Slip Listing

Page 4

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
Grand Total				
	Billable	28.25		8516.25
	Unbillable	0.00		0.00
	Total	28.25		8516.25

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10:49 AMThe Richard L. Rosen Law Firm PLLC
Slip Listing

Page 1

Selection Criteria

Slip.Date 9/1/2005 - 9/30/2005
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust:Sta
 Slip.Transaction Ty 2 - 2

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Posting Status	Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
1403	9/1/2005	EXP	WIP Fax to Suzanne Paglia (American Arbitration Association).	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
1404	9/1/2005	EXP	WIP Fax to Jeffrey Wolf.	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
1356	2/2005	EXP	WIP Copying cost (package to Mr. Russo).	RLR Photocopies Dunhill Franchisees' Trust:Sta	1	87.50	87.50
1368	9/2/2005	EXP	WIP FedEx to Tony Russo.	RLR FedEx Dunhill Franchisees' Trust:Sta	1	36.16	36.16
Grand Total				Billable	0.00		127.66
				Unbillable	0.00		0.00
				Total	0.00		127.66

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RICHARD L. ROSEN

LEONARD S. SALIS

KENNETH L. LEIBY, JR. °
CORY COVERT
COUNSEL

°MEMBER NY AND NJ BARS

October 31, 2005

Via Facsimile (619)209-3777

and Regular Mail

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050670

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 100.50 hours of attorneys
and paralegal time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 23,010.72
CURRENT FEES	\$ 24,807.50
DISBURSEMENTS	\$ 100.37
PAYMENT - Thank you	<u>\$<23,010.72></u>
TOTAL AMOUNT DUE	\$ 24,907.87

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Slip Listing

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Selection Criteria

Slip.Date 10/1/2005 - 10/31/2005
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust:Sta
 Slip.Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider	Units	Rate	Slip Value
Posting Status		Activity	DNB Time	Rate Info	
Description		Client	Variance	Bill Status	
		Reference			
1713	TIME	LS	0.50	225.00	112.50
10/3/2005		Preparation	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Prepared and sent letter to AAA re: further extension of document production			0.00		
1724	TIME	RLR	1.50	345.00	517.50
10/3/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call regarding production			0.00		
1715	TIME	LS	0.25	225.00	56.25
10/5/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call Rob Sommella			0.00		
1742	TIME	RLR	1.25	345.00	431.25
10/6/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call regarding document production, review			0.00		
1750	TIME	RLR	0.75	345.00	258.75
10/7/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Review document production			0.00		
1752	TIME	LS	1.00	225.00	225.00
10/11/2005		Multiple	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
teleconference call ; telephone call Tony Russo and discussion with prepared letter to Trust members (summarizing teleconference of 10/11/05			0.00		
1768	TIME	RLR	2.00	345.00	690.00
10/11/2005		Conference Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
document production conference call			0.00		

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Slip Listing

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Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
Posting Status	Description	Client Reference	Variance	Bill Status	
1774	TIME	RLR	2.25	345.00	776.25
10/12/2005		Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Review info regarding document production		0.00		
1791	TIME	LS	0.50	225.00	112.50
10/12/2005		Revise	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	revised and sent out email letter to trust members		0.00		
1786	TIME	RLR	1.75	345.00	603.75
10/14/2005		Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Review production documents		0.00		
1793	TIME	LS	1.50	225.00	337.50
10/14/2005		Telephone Call	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	telephone call Tony Desiderio; telephone call Marsha Simpkins; telephone call Greenburg Traurig; prepared email to Trust members; telephone call Robert Somella and forwarded Dunhill's demands to him		0.00		
1826	TIME	RLR	0.75	345.00	258.75
10/17/2005		Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Review production issues		0.00		
1798	TIME	LS	1.00	225.00	225.00
10/17/2005		Telephone Call	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	telephone call Richard Hanson; telephone call Harvey Auger; discussion with RLR; discussion with RLR (generally)		0.00		
1811	TIME	LS	0.25	225.00	56.25
10/18/2005		Telephone Call	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Telephone call Richard Hanson		0.00		
1805	TIME	CF	3.50	100.00	350.00
10/19/2005		Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	Review client documents and prepare Income Tax Return inventory		0.00		
1816	TIME	LS	1.25	225.00	281.25
10/19/2005		Telephone Call	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta				
	telephone call Elias Zinn (15min), telephone		0.00		

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Slip Listing

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Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
	Posting Status	Client		Bill Status	
	Description	Reference	Variance		
	call Tony Russo (15min); discussion with RLR and prepared letter to Tony regarding production of personal tax returns				
1839	TIME	RLR	1.00	345.00	345.00
	10/19/2005	Discuss	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	discuss production draft letter		0.00		
1806	TIME	CF	4.00	100.00	400.00
	10/20/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Review client documents for document production and prepare inventory		0.00		
1845	TIME	RLR	2.25	345.00	776.25
	10/21/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Review document production, emails, discuss with Len, Jeff Wolf		0.00		
322	TIME	LS	5.50	225.00	1237.50
	10/21/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	continued reviewing Babson's documentation (2hr); telephone call Jay Babson (2hr); began preparing reponse; discussion with RLR (1hr); telephone call Elias Zinn (30min); began preparing Babson's response (1hr)		0.00		
1807	TIME	CF	3.00	100.00	300.00
	10/21/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Review client documents for document production and continue preparing inventory; email out-sourcing agent for estimates on document production		0.00		
1823	TIME	LS	4.75	225.00	1068.75
	10/23/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	completed preparing draft of Babson's response (1hr); revised draft of "model" response (1hr); reviewed Tierney's documentation and drafted response (2hr); reviewed Bud Westover's documentation (45min)		0.00		

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Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
Posting Status		Client Reference	Variance	Bill Status	
1848	TIME	RLR	6.75	345.00	2328.75
10/24/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Review document production			0.00		
1888	TIME	LS	6.50	225.00	1462.50
10/24/2005		Multiple	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
reviewed Sommella's documentation (1hr);			0.00		
reviewed Zorin's documentation (1hr);					
telephone call Zorin (1hr); telephone call					
Lelia Babson (15min); discussion with RLR					
and prepared and sent email to Trust					
members (taxes, W-2 statements, UFOC)					
(30min); made revisions to "model response"					
(30min); reviewed draft of "model response					
with RLR (2hr15min)					
1853	TIME	CF	0.50	100.00	50.00
10/25/2005		Correspondence	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
scan and re-scan DSS Document and send			0.00		
via email to several franchisees					
1863	TIME	RLR	2.25	345.00	776.25
10/25/2005		Multiple	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call Tony Russo, discuss with Len,			0.00		
prepare documents for production					
1890	TIME	LS	5.00	225.00	1125.00
10/25/2005		Multiple	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call Bud Westover (30min);			0.00		
prepared and sent email to Trust members					
(45min); telephone call Marsha Simpkins					
(15min); reviewed Gunnin's documentation					
(1hr); telephone call Gunnin (45min);					
reviewed Mike Lamanna's documentation					
(1hr15min); began reviewing Auger's					
documentation (30min)					
1866	TIME	RLR	2.75	345.00	948.75
10/26/2005		Preparation	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Prepare documents for production			0.00		
1893	TIME	LS	6.25	225.00	1406.25
10/26/2005		Multiple	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call Gunnin (15min); telephone			0.00		
call Sommella (45min); reviewed Gregory's					

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Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
documentation (1hr15min); telephone call Ron Gregory (1hr); reviewed additional Zorin documents and telephone call Zorin (1hr); telephone call Desiderio and reviewed his documentation (1hr30min); discussion with RLR (30min)				
1895 TIME	LS	8.00	225.00	1800.00
10/27/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
telephone call Desiderio (45min); telephone Marsha Simpkins (15min); reviewed Bud Westover's supplemental information and telephone call Bud (1hr); telephone call Tony Russo (30min); reviewed Russo's documentation (memos, correspondence) (45min); telephone call John Tierney and reviewed his documentation (1hr15min); reviewed Mike Green's documentation (memos, correspondence) (1hr); reviewed Gregory's FAC & memos, etc (30min); revised draft of "model" response (2hr)		0.00		
1883 TIME	RLR	1.75	345.00	603.75
10/28/2005	Preparation	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Prepare document production		0.00		
1896 TIME	LS	5.75	225.00	1293.75
10/29/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
began reviewing Duke Haynie's documentation (1hr); reviewed FAC documentation sent by Babson (30min); discussion with RLR and finalized "model" response (45min); prepared response for Zorin and arranged documents for copying (2hr); prepared response for Gunnin and arranged documents for copying (2hr); reviewed Tierney's fax, etc and telephone call Tierney (30min)		0.00		
1897 TIME	LS	6.25	225.00	1406.25
10/29/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
telephone call Tony Desiderio; reviewed Tony's supplemental documentation; put together Tony's entire documentation package and prepared response to Dunhill (2hr30min); made final revisions to "model" response and all responses prepared heretofore (45min); put together John		0.00		

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Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
Tierney's entire documentation package and prepared response to Dunhill (1hr); put together Bud Westover's entire documentation package and prepared response to Dunhill (1hr); put together Sommella's entire documentation package and prepared response to Dunhill (1hr)				
1904	TIME	RLR	2.75	345.00
10/31/2005	Preparation	0.00	T	948.75
WIP	Dunhill Franchisees' Trust:Sta			
prepare document production		0.00		
1911	TIME	LS	5.50	225.00
10/31/2005	Multiple	0.00	T	1237.50
WIP	Dunhill Franchisees' Trust:Sta			
reviewed documents from Haynie and other trust members (30min); reviewed Mike Lamanna's documentation; telephone call Mike; put together Mike's documentation and prepared response to Dunhill (1hr15min); discuss with RLR (30min); final preparation and organizing 6 responses sent to copying company (1hr30min); met with coping company's personnel, including various telephone calls (30min); reviewed Harvey Auger's documentation; put together Harvey's documentation and prepared response to Dunhill (1hr15min)		0.00		
Grand Total				
	Billable	100.50		24807.50
	Unbillable	0.00		0.00
	Total	100.50		24807.50

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Slip Listing

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Selection Criteria

Slip Date 10/1/2005 - 10/31/2005
 Slip Classification Open
 Client Selection Include: Dunhill Franchisees' Trust:Sta
 Slip Transaction Ty 2 - 2

Rate Info - identifies rate source and level

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
1694 EXP 10/3/2005 WIP Postage.	CF Postage Dunhill Franchisees' Trust:Sta	1	0.37	0.37
1854 EXP 10/27/2005 WIP Copying cost	CF Photocopies Dunhill Franchisees' Trust:Sta	122	0.25	30.50
399 EXP 10/31/2005 WIP Copying cost	CF Photocopies Dunhill Franchisees' Trust:Sta	152	0.25	38.00
1900 EXP 10/31/2005 WIP Copying cost	CF Photocopies Dunhill Franchisees' Trust:Sta	76	0.25	19.00
1901 EXP 10/31/2005 WIP Copying cost	LS Photocopies Dunhill Franchisees' Trust:Sta	50	0.25	12.50
Grand Total	Billable Unbillable Total	0.00 0.00 0.00		100.37 0.00 100.37

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RICHARD L. ROSEN

LEONARD S. SALIS

KENNETH L. LEIBY, JR.^o
CORY COVERT
COUNSEL

^oMEMBER NY AND NJ BARS

November 30, 2005

Via Facsimile (619)209-3777

and Regular Mail

Dunhill Franchisees' Trust
Attn: Roger Schneider
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050671

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 127.25 hours of attorneys
and paralegal time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 24,907.87
CURRENT FEES*	\$ 32,245.00
DISBURSEMENTS*	\$ 1,028.82
COURTESY DISCOUNT	<u>\$ (5,000.00)</u>
TOTAL AMOUNT DUE	\$ 53,181.69

*Includes previously un-billed fees (10/20/05 for Len Salis) and disbursement charges (faxes from 9/26/05 through 10/28/05) as per Work-In-Process reports annexed.

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Slip Listing

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Selection Criteria

Slip Selection Include: 1821
 Slip Classification Open
 Clie Selection Include: Dunhill Franchisees' Trust:Sta
 Slip Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
1821	LS	3.50	225.00	787.50
10/20/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
telephone call Marsha Simpkins (15min);		0.00		
telephone call Duke Haynie (15min);				
completed preparing draft of a "model"				
response to Dunhill's demand for documents				
(2hr); began reviewing Babson's				
documentation				
<hr/>				
and Total	Billable	3.50		787.50
	Unbillable	0.00		0.00
	Total	3.50		787.50

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Slip Listing

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Selection Criteria

Slip.Date 11/1/2005 - 11/30/2005
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust:Sta
 Slip.Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
	Posting Status	Client		Bill Status	
	Description	Reference	Variance		
2042	TIME	LS	5.75	225.00	1293.75
	11/1/2005	Telephone Call	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	telephone call Harvey Auger; reviewed Harvey's additional documentation (30min); reviewed Richard Hanson's documentation; put together and organized same and prepared response to Dunhill; telephone call Rich (2hr); prepared letter to Wolf and assisted preparing documents for shipment to Wolf (45min); reviewed Tony Russo's documentation; put together and organized same; prepared draft response to Dunhill (1hr15min); reviewed Curtis Reid's documentation; put together same and prepared response to Dunhill (1hr15min)		0.00		
1926	TIME	CF	0.75	100.00	75.00
	11/1/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	assist in the final arrangements/preparations for shipment of franchisee responses and documentation to Wolf		0.00		
1959	TIME	RLR	2.25	345.00	776.25
	11/1/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Prepare document production		0.00		
1902	TIME	CF	0.25	100.00	25.00
	11/1/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Review/research correspondence to Wolf for Dunhill "website"		0.00		
1927	TIME	CF	0.75	100.00	75.00
	11/2/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	assist in the final arrangements/preparations for shipment of franchisee responses and documentation to Wolf		0.00		

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Slip Listing

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Slip ID	Dates and Time	Provider	Units	Rate	Slip Value
	Posting Status	Activity	DNB Time	Rate Info	
	Description	Client Reference	Variance	Bill Status	
1965	TIME	RLR	2.75	345.00	948.75
	11/2/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Prepare document production, discuss strategy with Tony Russo		0.00		
2044	TIME	LS	5.25	225.00	1181.25
	11/2/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	telephone call Curtis Reid and revised response, etc (30min); telephone call Tony Russo, Karen, discussion with RLR (30min); reviewed Jesse Montalvo's documentation; put together and organize same and prepared response to Dunhill, telephone Jesse (2hr30min); telephone call Rich Hanson and prepared email to Rich (30min); reviewed Peter Kramer's documentation; put together and organized same (1hr1min)		0.00		
1928	TIME	CF	0.25	100.00	25.00
	11/3/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	assist in the arrangement/preparation for for shipment of franchisee responses and documentation Wolf		0.00		
1978	TIME	RLR	2.25	345.00	776.25
	11/3/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Review document production		0.00		
2045	TIME	LS	5.25	225.00	1181.25
	11/3/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	telephone call Peter; prepared Kramer's response to Dunhill (1hr30min); telephone call Jesse Montalvo (30min); telephone call Tony Russo, Karen Russo regarding their documentation; telephone call Tony and discussion with RLR regarding Dunhill's production to us, etc. (45min)		0.00		
1983	TIME	RLR	2.00	345.00	690.00
	11/4/2005	Preparation	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	continue preparing document production		0.00		
2046	TIME	LS	3.50	225.00	787.50
	11/4/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	finalized response for Kramer, etc. (30min);		0.00		

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The Richard L. Rosen Law Firm PLLC

Slip Listing

Page 3

Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
discussion with RLR with respect to Tony; telephone Tony (30min); reviewed Marsha Simpkins documentation; put together and organized same; telephone call Marsha, prepared response to Dunhill (2hr30min)				
2050	LS	5.75	225.00	1293.75
11/5/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
brief review of Dunhills response to our discovery demand and documents produced by Dunhill (45min); telephone Marsha Simpkins, revised and finalized response for Marsha (1hr); reviewed and organized Rich Hanson's documentation, prepared response to Dunhill (1hr30min); began reviewing and organizing Mike Green's (45min)		0.00		
2000	RLR	2.25	345.00	776.25
11/7/2005	Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Review document production		0.00		
2053	LS	5.00	225.00	1125.00
11/7/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
telephone call Mike Wilcoxson and faxed him sample "charts" (30min); telephone call Tony Russo (30min); continued reviewing Mike Green's documentation and organized same; telephone call Mike; prepared response to Dunhill; discussion with RLR (2hr); continued reviewing and organizing Ron & Elaine Gregory's documentation; prepared response to Dunhill (2hr)		0.00		
2055	LS	4.50	225.00	1012.50
11/8/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
telephone call Rich Hanson; reviewed Rich's revenue information and prepared summary chart; revised response to Dunhill and discussion with RLR (1hr15min); telephone call Mike Green (30min); telephone call Duke Haynie (15min); telephone call Tony Russo (15min); continued reviewing Babson's FAC and other documentation and organized same (2hr); reviewed Zinn/Wilcoxson document package and sent email (15min)		0.00		

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The Richard L. Rosen Law Firm PLLC
Slip Listing

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Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2010 11/8/2005 WIP Review document production, discuss with Tony Russo	TIME RLR Review Dunhill Franchisees' Trust:Sta	2.25 0.00 0.00	345.00 T	776.25
2057 11/9/2005 WIP telephone call Rich Hanson and finalized document package (30min); continued reviewing and organizing Babson's documentation and FAC related documents; telephone call Jay and Lelia; discussion with RLR (1hr); reviewed additional documentation from Mike Green (personal); organized document packaged and revised resposne to Dunhill (1hr); reviewed additional documentation from Zinn/Wilcoxson; organized document package (30min); met with Tony Russo and Tony Desiderio (and RLR) to review documents from Dunhill (5hr); continued reviewing documents with RLR (1hr)	TIME LS Multiple Dunhill Franchisees' Trust:Sta	9.00 0.00 0.00	225.00 T	2025.00
1995 11/9/2005 WIP Review Dunhill's document production	TIME RLR Review Dunhill Franchisees' Trust:Sta	2.75 0.00 0.00	345.00 T	948.75
2058 11/10/2005 WIP telephone call Tony Desiderio (15min); telephone call Tony Russo (15min); telephone call Lelia and Jay Babson; contiued reviewing FAC related documentation; finalized response to Dunhill (2hr); reviewed Mike Green's additional documentation (from CD) and organized same (2hr30min)	TIME LS Multiple Dunhill Franchisees' Trust:Sta	5.00 0.00 0.00	225.00 T	1125.00
2013 11/10/2005 WIP Review info, discuss with Len	TIME RLR Review Dunhill Franchisees' Trust:Sta	1.00 0.00 0.00	395.00 T	395.00
2061 11/11/2005 WIP elephone call Tony (15min); telephone call Robert Sommella (15min); discussion with	TIME LS Multiple Dunhill Franchisees' Trust:Sta	5.25 0.00 0.00	225.00 T	1181.25

12/1/2005
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Slip Listing

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Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
RLR and finalized Mike Green's package (1hr45min); reviewed Duke Haynie's documentation (personal and "overarching"); telephone call Duke Haynie; prepared response to Dunhill (3hr)				
2016 TIME	RLR	2.25	345.00	776.25
11/11/2005	Discuss	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
discuss production with Tony Desiderio, witnesses with Len, review production		0.00		
2062 TIME	LS	3.00	225.00	675.00
11/14/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
telephone call Duke (15min); completed review and organization of Duke's documentation; revised Duke's response to Dunhill (1hr); discussion with RLR's telephone call and email correspondence - Zinn/Wilcoxson; reviewed additional documentation, organized same and revised response to Dunhill (2hr)		0.00		
2051 TIME	CF	1.75	100.00	175.00
11/14/2005	Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Review and organize Dunhill's document production		0.00		
2031 TIME	RLR	2.25	345.00	776.25
11/14/2005	Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Review document production		0.00		
2065 TIME	LS	3.50	225.00	787.50
11/15/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
discussion with RLR; telephone call Elias Zinn and Mike Wilcoxson; finalized response to Dunhill; completed organizing additional documentation (2hr30min); prepared letter to Wolf (30min); telephone call Tony and witness list related (30min)		0.00		
2052 TIME	CF	1.50	100.00	150.00
11/15/2005	Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Review and organize Dunhill's document production		0.00		

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The Richard L. Rosen Law Firm PLLC

Slip Listing

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Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
2020 TIME	RLR	1.75	345.00	603.75
11/15/2005	Review	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Review witness list, disclosure		0.00		
2070 TIME	RLR	2.50	345.00	862.50
11/16/2005	Conference Call	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
conference call with Trustees, prepare for AAA call		0.00		
2092 TIME	LS	4.75	225.00	1068.75
11/16/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
telephone call Jesse; telephone call Tony (15min); conference call with Trustess (1hr30min); reviewed document request by Dunhill (3hr); prepared letter to Arbitrator Friedman regarding deposition witnesses (15min)		0.00		
2094 TIME	LS	5.50	225.00	1237.50
11/17/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
continued reviewing and analyzing the documents produced by Dunhill and articulating our objections, etc (3hr); discussion with RLR (1hr30min); conference call with Arbitrator and opposing counsel (30min); telephone Tony Russo (15min); telephone call Mike Green (15min)		0.00		
2102 TIME	RLR	2.75	345.00	948.75
11/17/2005	Preparation	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Prepare for conference call, discuss with Rob Lamb, conference call		0.00		
2096 TIME	LS	1.50	225.00	337.50
11/18/2005	Preparation	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
Prepared memo summarizing yesterday's conference call (1hr15min); telephone call Tony Desiderio (15min)		0.00		
2112 TIME	LS	7.50	225.00	1687.50
11/21/2005	Multiple	0.00	T	
WIP	Dunhill Franchisees' Trust:Sta			
reviewed client's documentation in preparation for meeting (30min); meeting with clients (7hr)		0.00		

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Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2132 TIME 11/21/2005 WIP Review discovery witnesses	RLR Review Dunhill Franchisees' Trust:Sta	0.50 0.00 0.00	345.00 T	172.50
2116 TIME 11/22/2005 WIP Reviewed and revised production of document charts in order to prepare for telephone call with opposing counsel	LS Review Dunhill Franchisees' Trust:Sta	0.50 0.00 0.00	225.00 T	112.50
2138 TIME 11/22/2005 WIP Prepare for conference call	RLR Preparation Dunhill Franchisees' Trust:Sta	0.75 0.00 0.00	345.00 T	258.75
2263 TIME 11/23/2005 WIP telephone call Tony Desiderio	LS Telephone Call Dunhill Franchisees' Trust:Sta	0.25 0.00 0.00	225.00 T	56.25
31 TIME 11/28/2005 WIP discuss discovery with Rob Lamb, prepare objections	RLR Discuss Dunhill Franchisees' Trust:Sta	1.75 0.00 0.00	395.00 T	691.25
2266 TIME 11/28/2005 WIP telephone call AAA regarding deposition and email correspondence with Bud Westover (15min); prepared for telephone call with Rob Lamb; telephone call with Rob (with RLR); discussion with RLR (2hr45min); telephone call Tony (15min)	LS Multiple Dunhill Franchisees' Trust:Sta	3.25 0.00 0.00	225.00 T	731.25
2284 TIME 11/30/2005 WIP conference all with RLR and trustees	LS Conference Call Dunhill Franchisees' Trust:Sta	1.50 0.00 0.00	225.00 T	337.50
2285 TIME 11/30/2005 WIP conference call with Trustees, prepare, etc.	RLR Conference Call Dunhill Franchisees' Trust:Sta	1.50 0.00 0.00	345.00 T	517.50
Grand Total	Billable	124.25		31457.50

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Slip Listing

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Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
	Unbillable	0.00		0.00
	Total	124.25		31457.50

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Slip Listing

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Selection Criteria

Slip Date 9/22/2005 - 9/30/2005
 Slip Classification Open
 Clie Selection Include: Dunhill Franchisees' Trust:Sta
 Slip Transaction Ty 2 - 2

Rate Info - identifies rate source and level

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2174 EXP 9/26/2005 WIP Fax to Tony Russo	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2175 EXP 9/26/2005 WIP Fax to Suzanne Paglia of the American Arbitration	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2176 EXP 9/26/2005 WIP Fax to Jeffrey Wolf	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
Grand Total	Billable Unbillable Total	0.00 0.00 0.00		6.00 0.00 6.00

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Slip Listing

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Selection Criteria

Slip.Selection Include: 2185; 2186; 2187; 2196; 2197; 2204; 2213; 2214; 2221; 2226
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust:Sta
 Slip.Transaction Ty 2 - 2

Rate Info - identifies rate source and level

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2185 EXP 10/3/2005 WIP Fax to Suzanne Paglia of the American Arbitration	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2186 EXP 10/3/2005 WIP Fax to Jeffrey Wolf	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2187 EXP 10/3/2005 WIP Fax to Tony Russo	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2221 EXP 10/3/2005 WIP Fax to Jeffrey Wolf	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2226 EXP 10/3/2005 WIP Fax to Jeffrey Wolf	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2196 EXP 10/11/2005 WIP Fax to Suzanne Paglia of the American Arbitration	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2197 EXP 10/11/2005 WIP Fax to Michael D. Friedman, Esq.	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00

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Slip Listing

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Slip ID	Dates and Time	Posting Status	Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2204	10/19/2005	EXP	WIP Fax to RLR	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2213	10/27/2005	EXP	WIP Fax to Anthony Russo	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2214	10/28/2005	EXP	WIP Fax to Levone Myricks of IKON (document production company)	CF Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
Grand Total				Billable	0.00		20.00
				Unbillable	0.00		0.00
				Total	0.00		20.00

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Selection Criteria

Slip Date 11/1/2005 - 11/30/2005
 Slip Classification Open
 Clie Selection Include: Dunhill Franchisees' Trust:Sta
 Slip Transaction Ty 2 - 2

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Posting Status	Description	Provider Activity	Client Reference	Units DNB Time	Rate Info Bill Status	Slip Value
2301	11/1/2005	EXP	WIP FedEx to Jeffrey H. Wolf, Esq.	RLR FedEx	Dunhill Franchisees' Trust:Sta	1	114.06	114.06
2243	11/1/2005	EXP	WIP Fax to Jesse Montalvo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2303	11/1/2005	EXP	WIP Copying cost	CF Photocopies	Dunhill Franchisees' Trust:Sta	57	0.25	14.25
2222	11/1/2005	EXP	WIP Fax to Robert Lamb	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2239	11/1/2005	EXP	WIP Fax to Jeffrey Wolf	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2216	11/1/2005	EXP	WIP Fax tp Robert Lamb	RLR Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2215	11/1/2005	EXP	WIP Fax to Jeffrey Wolf	RLR Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2242	11/1/2005	EXP	WIP Fax to Robert Sommella	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00

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Slip Listing

Slip ID	Dates and Time	Posting Status	Description	Provider Activity	Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
2218	11/2/2005	EXP	WIP Fax to Anthony Russo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2287	11/2/2005	EXP	WIP Franchisee document production to Jeff Wolf	RLR FedEx	Dunhill Franchisees' Trust:Sta	1	67.57	67.57
2219	11/2/2005	EXP	WIP Fax to Robert Somella	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2220	11/2/2005	EXP	WIP Fax to Tony Russo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2217	11/2/2005	EXP	WIP Fax to Jesse Montavlo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2224	11/3/2005	EXP	WIP Fax to Robert Sommella	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
1922	11/3/2005	EXP	WIP Copying cost	CF Photocopies	Dunhill Franchisees' Trust:Sta	10	0.25	2.50
2303	11/3/2005	EXP	WIP FedEx to Jeffrey H. Wolf, Esq.	RLR FedEx	Dunhill Franchisees' Trust:Sta	1	95.29	95.29
2225	11/3/2005	EXP	WIP Fax to Jesse Montalvo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2223	11/3/2005	EXP	WIP Fax to Tony Russo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00

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Slip Listing

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Slip ID	Dates and Time	Posting Status	Description	Provider Activity	Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
						Variance		
2227	11/4/2005	EXP	WIP Fax to Robert Lamb	RLR	Fax Dunhill Franchisees' Trust:Sta	1	4.00	4.00
1947	11/4/2005	EXP	WIP Purchase of boxes from Staples.	CF	Miscellaneous Dunhill Franchisees' Trust:Sta	1	11.59	11.59
2229	11/4/2005	EXP	WIP Fax to Tony Russo	RLR	Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2230	11/4/2005	EXP	WIP Fax to Robert Sommella	RLR	Fax Dunhill Franchisees' Trust:Sta	1	4.00	4.00
2231	11/4/2005	EXP	WIP Fax to Jesse Montalvo	RLR	Fax Dunhill Franchisees' Trust:Sta	1	4.00	4.00
2228	11/4/2005	EXP	WIP Fax to Robert Lamb	RLR	Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2232	11/7/2005	EXP	WIP Fax to Mike Wilcoxson	RLR	Fax Dunhill Franchisees' Trust:Sta	1	4.00	4.00
2304	11/7/2005	EXP	WIP FedEx to Jeffrey H. Wolf, Esq.	RLR	FedEx Dunhill Franchisees' Trust:Sta	1	80.40	80.40
1946	11/8/2005	EXP	WIP Copying cost	LS	Photocopies Dunhill Franchisees' Trust:Sta	75	0.25	18.75
2233	11/8/2005	EXP	WIP Fax to Jeffrey Wolf	RLR	Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00

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Slip ID	Dates and Time	Posting Status	Description	Provider Activity	Client Reference	Units DNB Time	Rate Rate Info Bill Status	Slip Value
2234	11/8/2005	EXP	WIP Fax to Robert Lamb	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
1945	11/8/2005	EXP	WIP Copying cost	LS Photocopies	Dunhill Franchisees' Trust:Sta	125	0.25	31.25
2235	11/9/2005	EXP	WIP Fax to Jesse Montavlo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2237	11/9/2005	EXP	WIP Fax to Robert Sommella	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2236	11/9/2005	EXP	WIP Fax to Tony Russo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2238	11/10/2005	EXP	WIP Fax to Tony Russo	LS Fax	Dunhill Franchisees' Trust:Sta	1	2.00	2.00
1955	11/10/2005	EXP	WIP Copying cost	LS Photocopies	Dunhill Franchisees' Trust:Sta	150	0.25	37.50
2290	11/10/2005	EXP	WIP Franchisee document production to Jeff Wolf	RLR FedEx	Dunhill Franchisees' Trust:Sta	1	73.50	73.50
2310	11/10/2005	EXP	WIP [No description]	RLR Car Service	Dunhill Franchisees' Trust:Sta	1	145.86	145.86
2245	11/11/2005	EXP	WIP Fax to Roger Schneider of AAFD	RLR Fax	Dunhill Franchisees' Trust:Sta	1	4.00	4.00

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Slip Listing

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Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2240 EXP 11/11/2005 WIP Fax to Robert Lamb	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2244 EXP 11/11/2005 WIP Fax to Tony Desiderio	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2241 EXP 11/11/2005 WIP Fax to Tony Russo	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2087 EXP 11/14/2005 WIP Photocopies to Duke Haynie.	CF Photocopies Dunhill Franchisees' Trust:Sta	1	25.50	25.50
2088 EXP 11/15/2005 WIP Copying cost.	CF Photocopies Dunhill Franchisees' Trust:Sta	1	43.75	43.75
2291 EXP 11/15/2005 WIP Franchisee document production to Jeff Wolf	RLR FedEx Dunhill Franchisees' Trust:Sta	1	134.80	134.80
2089 EXP 11/15/2005 WIP Copying cost.	CF Photocopies Dunhill Franchisees' Trust:Sta	1	18.25	18.25
2250 EXP 11/16/2005 WIP Fax to Tony Russo	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2249 EXP 11/16/2005 WIP Fax to Robert Sommella	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2248 EXP 11/16/2005 WIP Fax to Jesse Montalvo	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00

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Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2247 EXP 11/16/2005 WIP Fax to Robert Lamb	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2246 EXP 11/16/2005 WIP Fax to Jeffrey Wolf	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2257 EXP 11/17/2005 WIP Fax to Robert Sommella	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2258 EXP 11/17/2005 WIP Fax to Jesse Montalvo	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2255 EXP 11/17/2005 WIP Fax to Jeffrey Wolf	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2254 EXP 11/17/2005 WIP Fax to Rebecca McMaugh of the American Arbitration	RLR Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
2256 EXP 11/17/2005 WIP Fax to Tony Russo	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
Grand Total				
	Billable	0.00		1002.82
	Unbillable	0.00		0.00
	Total	0.00		1002.82

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RICHARD L. ROSEN

LEONARD S. SALIS

KENNETH L. LEIBY, JR.
CORY COVERT
COUNSEL

MEMBER NY AND NJ BARS

December 31, 2005

Via Facsimile (619)209-3777

and Regular Mail

Dunhill Franchisees' Trust
Attn: Peter Hanson
American Association of Franchisees &
Dealers
3500 Fifth Avenue
Suite 103
San Diego, CA 92103

Re: Dunhill Franchisees
Invoice No. 050705

FOR PROFESSIONAL SERVICES RENDERED THROUGH DATE

The above services encompassing 17.50 hours of attorneys
and paralegal time all as per Work-In-Process report annexed.

PREVIOUS BALANCE	\$ 53,181.69
CURRENT FEES	\$ 5,077.50
DISBURSEMENTS	\$ 56.78
CREDIT ADJUSTMENT	\$ <30.00>
TOTAL AMOUNT DUE	\$ 58,285.97

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Slip Listing

Page 1

Selection Criteria

Slip.Date 12/1/2005 - 12/31/2005
 Slip.Classification Open
 Clie.Selection Include: Dunhill Franchisees' Trust:Sta
 Slip.Transaction Ty 1 - 1

Rate Info - identifies rate source and level

Slip ID	Dates and Time	Provider Activity	Units DNB Time	Rate Rate Info	Slip Value
	Posting Status	Client		Bill Status	
	Description	Reference	Variance		
2398	TIME	LS	3.50	225.00	787.50
	12/2/2005	Multiple	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	several telephone call with Rob Lamb ("joint" letter to arbitrator) and discussion with RLR (1hr); reviewed various items of document production; continued preparing letter to arbitrator (re: objection and deposition witness) (2hr30min)		0.00		
2400	TIME	LS	1.25	225.00	281.25
	12/5/2005	Finalize	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	completed letter to arbitrator (objections/deposition witnessess)		0.00		
2340	TIME	RLR	1.75	345.00	603.75
	12/5/2005	Review	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Review and redraft letter to arbitrator		0.00		
2347	TIME	RLR	1.75	345.00	603.75
	12/6/2005	Correspondence	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	Letters to AAA production		0.00		
2403	TIME	LS	1.00	225.00	225.00
	12/6/2005	Conference Call	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	conference call with Trust Members (45min); discussion with RLR and finalized letter to arbitrator (1hr)		0.00		
2406	TIME	LS	0.50	225.00	112.50
	12/7/2005	Telephone Call	0.00	T	
	WIP	Dunhill Franchisees' Trust:Sta			
	telephone call Rob Lamb; telephone call Tony Russo		0.00		

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Slip Listing

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Slip ID	Dates and Time	Provider	Units	Rate	Slip Value
Posting Status		Activity	DNB Time	Rate Info	
Description		Client Reference	Variance	Bill Status	
2355	TIME	RLR	0.75	345.00	258.75
12/7/2005		Preparation	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Prepare for call			0.00		
2372	TIME	RLR	1.50	345.00	517.50
12/8/2005		Conference Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
conference call with Rob Lamb, prepare, discuss with Tony Russo			0.00		
2409	TIME	LS	1.00	225.00	225.00
12/8/2005		Conference Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
conference call with Rob Lam (30min); discussion with RLR (30min)			0.00		
2435	TIME	LS	0.25	225.00	56.25
12/12/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call Tony Russo; telephone call Tony Desiderio			0.00		
2441	TIME	LS	0.25	225.00	56.25
12/14/2005		Multiple	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
discussion with RLR and prepared for conference call with Arbitrator			0.00		
2472	TIME	RLR	2.25	345.00	776.25
12/14/2005		Preparation	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Prepare conference call, discuss			0.00		
2542	TIME	LS	0.25	225.00	56.25
12/21/2005		Telephone Call	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
telephone call Tony Desiderio			0.00		
2568	TIME	RLR	0.50	345.00	172.50
12/27/2005		Review	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Review (word?) regarding maintenance of system			0.00		
2571	TIME	RLR	0.50	345.00	172.50
12/28/2005		Research	0.00	T	
WIP		Dunhill Franchisees' Trust:Sta			
Research regarding maintenance of system			0.00		

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Slip Listing

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Slip ID	Provider	Units	Rate	Slip Value
Dates and Time	Activity	DNB Time	Rate Info	
Posting Status	Client		Bill Status	
Description	Reference	Variance		
2582	RLR	0.50	345.00	172.50
TIME	Research	0.00	T	
12/29/2005	Dunhill Franchisees' Trust:Sta			
WIP		0.00		
Research regarding maintenance of system				
<hr/>				
Grand Total	Billable	17.50		5077.50
	Unbillable	0.00		0.00
	Total	17.50		5077.50
<hr/>				

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Slip Listing

Page 1

Selection Criteria

Slip Date 12/1/2005 - 12/31/2005
Slip Classification Open
Clie Selection Include: Dunhill Franchisees' Trust:Sta
Slip Transaction Ty 2 - 2

Rate Info - identifies rate source and level

Slip ID Dates and Time Posting Status Description	Provider Activity Client Reference	Units DNB Time Variance	Rate Rate Info Bill Status	Slip Value
2426 EXP 12/6/2005 WIP Fax to Rebecca McMaugh	LS Fax Dunhill Franchisees' Trust:Sta	1	4.00	4.00
2427 EXP 12/6/2005 WIP Fax to Jeffrey Wolf	LS Fax Dunhill Franchisees' Trust:Sta	1	4.00	4.00
2428 EXP 12/6/2005 WIP Fax to Michael D. Friedman, Esq	RLR Fax Dunhill Franchisees' Trust:Sta	1	4.00	4.00
2554 EXP 12/6/2005 WIP FedEx to Michael Friedman, Esq.	RLR FedEx Dunhill Franchisees' Trust:Sta	1	19.50	19.50
2557 EXP 12/6/2005 WIP FedEx to Jeffrey Wolf, Esq.	RLR FedEx Dunhill Franchisees' Trust:Sta	1	23.28	23.28
2424 EXP 12/15/2005 WIP Fax to Robert Lamb	LS Fax Dunhill Franchisees' Trust:Sta	1	2.00	2.00
Grand Total	Billable Unbillable Total	0.00 0.00 0.00		56.78 0.00 56.78